

# OREZONE GOLD CORPORATION

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

FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2016

August 18, 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 three and six month periods ended June 30, 2016, in comparison to the corresponding prior-year period. This document should be read in conjunction with the condensed consolidated interim financial statements for the three and six month periods ended June 30, 2016 ("Interim Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") for interim reporting periods. This MD&A should also be read in conjunction with 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 August 18, 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 is the product of a spin-out transaction between Orezone Resources Inc. and IAMGOLD Corporation ("IAMGOLD"). The Company was initially listed on the Toronto Stock Exchange (the "TSX") however 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's main operating subsidiary, Orezone Inc., is resident in the British Virgin Islands which has a field office through its subsidiary in the city of Ouagadougou, Burkina Faso, West Africa. 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. 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, 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.

**Q2 2016 Highlights:**

- On May 18, 2016, the Company announced that it has received the formal and final approval by the Ministry of Environment, Green Economy and Climate Change<sup>1</sup> for the Resettlement Action Plan ("RAP") and the Environmental and Social Impact Assessment ("ESIA") with respect to its ongoing mining permit application for its wholly owned Bomboré Gold Project in Burkina Faso;
- On May 24, 2016, the Company announced it signed an agreement with Sarama Resources ("Sarama") for the sale and transfer of the Bondi Gold Project in Burkina Faso valued at C\$1.44 million that includes 9.6M Sarama shares valued at C\$0.15 per share; and
- On June 13, 2016, the Company announced that it successfully completed a presentation and critical technical review of its Bomboré Gold Project with the Burkina Faso National Commission of Mines ("NCM"). The NCM reviewed the project's feasibility study, including an environmental assessment and impact study, and a relocation action plan. The Company has fulfilled all the conditions set by the NCM and was advised that the NCM would issue a favourable and binding advice with respect to the Company's application for a commercial mining permit. This was the last step in the permitting process before a final decision would be made by the Council of Ministers and decreed by the Government (at a full cabinet session) to grant a mining permit.

**Significant developments subsequent to the three month period ended June 30, 2016 included:**

- On July 19, 2016, the Company announced that it had completed the C\$26,450,000 equity financing. A total of 26,450,000 common shares were issued at a price of \$1.00 per share; and
- On August 12, 2016, the Company announced that the Council of Ministers of the Burkina Faso Government approved the mining permit application submitted by the Company's local subsidiary Orezone Bomboré SA for its Bomboré Gold Project. Receipt of the formal mining permit and related mining convention from the Burkina Faso tax department are expected in the coming months.

**Exploration and Development Activities**

The Company has two exploration stage gold projects in Burkina Faso, Bomboré and Bondi, of which Bomboré is at an advanced stage. The Bomboré project has been the Company's main focus since the completion of the Bomboré Feasibility Study ("FS") and on August 11, 2016, the Burkina Faso Government approved the Bomboré mining permit application. Since 2011, the Bomboré project has been initially studied as a larger Carbon in Leach ("CIL") milling operation, and when markets became more challenging, the Company adjusted the engineering design to build a mine in stages. Phase 1 focuses on the surface oxide resource that can be processed without grinding or cement agglomeration using a combined Heap Leach ("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, subject to a positive feasibility study, Phase 2 could be initiated to expand the CIL circuit to include, amongst other things, more crushing, grinding and leach residence time and power to process the large sulphide resource that has been defined below the oxide cap.

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:

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<sup>1</sup> Ministère de l'environnement, de l'économie verte et du changement climatique

**Table 1 – Total Resources by Project**

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

\* 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.

With all studies and the permitting process largely complete, the Company had reduced its planned spend, as at the end of 2015, to approximately \$4.0M<sup>1</sup> in 2016 compared to \$6.9M in 2015. With the completion of the July 2016 equity financing of C\$26.4M, the Company intends to use the net proceeds to advance the Bomboré Project during the remainder of 2016 and into 2017. Activities will include detailed engineering, initial relocation work, minor ongoing infrastructure construction, repayment of the Sandstorm loan as well as fund other corporate purposes. Management believes that the current working capital is sufficient to sustain the Company's exploration and evaluation, development plans and general and administrative expenses on an ongoing basis to the end of 2017.

The following table summarizes the Company's exploration and evaluation costs and meters drilled by project for the three and six month periods ended June 30, 2016 and 2015. All figures are presented in US\$, except for meters drilled.

**Table 2 – Exploration and Evaluation Costs**

Three month period ended	Meters Drilled	Drilling & Assaying	General, Camp, Infrastructure & Other	Exploration & Development Studies	Exploration Surveys	Total Exploration & Evaluation Costs
June 30, 2016	M	\$	\$	\$	\$	\$
<b>Bomboré</b>	-	17,215	168,222	182,253	23,750	<b>391,440</b>
<b>Bondi</b>	-	10,079	43,917	-	27,749	<b>81,745</b>
<b>Total</b>	-	<b>27,294</b>	<b>212,139</b>	<b>182,253</b>	<b>51,499</b>	<b>473,185</b>
Three month period ended	Meters Drilled	Drilling & Assaying	General, Camp, Infrastructure & Other	Exploration & Development Studies	Exploration Surveys	Total Exploration & Evaluation Costs
June 30, 2015	M	\$	\$	\$	\$	\$
<b>Bomboré</b>	-	12,041	382,146	452,509	56,452	<b>903,148</b>
<b>Bondi</b>	-	5,052	10,235	-	15,859	<b>31,146</b>
<b>Total</b>	-	<b>17,093</b>	<b>392,381</b>	<b>452,509</b>	<b>72,311</b>	<b>934,294</b>

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

Six month period ended June 30, 2016	Meters Drilled	Drilling & Assaying	General, Camp, Infrastructure & Other	Exploration & Development Studies	Exploration Surveys	Total Exploration & Evaluation Costs
	M	\$	\$	\$	\$	\$
Bomboré	-	41,603	355,588	267,873	44,188	709,252
Bondi	521	82,174	74,983	358	49,332	206,847
<b>Total</b>	<b>521</b>	<b>123,777</b>	<b>430,571</b>	<b>268,231</b>	<b>93,520</b>	<b>916,099</b>

Six month period ended June 30, 2015	Meters Drilled	Drilling & Assaying	General, Camp, Infrastructure & Other	Exploration & Development Studies	Exploration Surveys	Total Exploration & Evaluation Costs
	M	\$	\$	\$	\$	\$
Bomboré	-	30,060	668,445	1,326,675	116,377	2,141,557
Bondi	-	10,147	25,444	-	52,811	88,402
<b>Total</b>	<b>-</b>	<b>40,207</b>	<b>693,889</b>	<b>1,326,675</b>	<b>169,188</b>	<b>2,229,959</b>

### **Bomboré Project**

Orezone is developing its wholly owned Bomboré project towards mining operations. Bomboré is situated 85 km east of the capital city, Ouagadougou, and is adjacent to an international highway with access to sufficient water for mining operations, as well as 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, Cassidy & 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. 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 was initially submitted on May 25, 2015 with preliminary versions of the RAP and ESIA; updated RAP and ESIA reports were resubmitted to the Ministry of Environment for review and approval in September 2015; and subsequent final versions in April 2016. A 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 Socrege, BEGE and WSP worked with the local population to agree on all resettlement areas for each of the communities potentially impacted by the project. Subsequent to the submittal of all updated and final versions of the ESIA and RAP, the Company received all Environmental and Resettlement approvals from the Ministry of Environment, Green Economy and Climate Change on May 18, 2016. The mining permit application was approved on August 11, 2016 and receipt of the formal mining permit and related mining convention from the Burkina Faso tax department (fiscal and tax policy for the permit) is expected in the coming months.

The current resource was announced on April 29, 2013, (the "2013 Resource") was constrained within CIL optimized pit shells using a \$1,400/oz gold price, that spans 11 km, and remain open at depth and, for the most part, along strike. The 2013 resource 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 is based on a total of 404,648 m of drilling (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). 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.

During Q2 2015, the Company also commenced a resource update that will include 50,000 m of additional drilling from previous programs. Completion of the updated geological and resource models optimization using all parameters and results from the feasibility study and a \$1,250/oz gold price, is expected during H2 2016. The lower gold price and removal of those resources located within seasonal drainage areas, that would at least require special permitting before mining, will result in fewer total resources but a potentially slightly higher average grade.

**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 a \$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, based on the 2003 mining code, uses revenues based on a \$1,250 gold price and yields a robust 24.4% after-tax internal rate of return to the Company (based on ownership of 90% Orezone and 10% Burkina Faso) with a net present value to Orezone 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. Sustaining capital is estimated at \$75.2M. 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, Cassidy 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
<b>Attributable to Orezone <sup>(1)</sup></b>	
NPV after tax (0%) (\$M)	323.9
NPV after tax (5%) (\$M)	196.1
IRR after tax	24.4%
<b>Attributed to Government <sup>(2)</sup></b>	

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 all based on the 2003 mining code.	
Orezone can buy back the 0.45% NSR from Sandstorm until January 2018 for USD \$3.9M	
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 were 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 in November and December 2015.

During Q1 2016, the Company met with the *Comité Technique sur les Evaluations Environnementales*<sup>1</sup> ("COTEVE") of the Ministry of Environment, Green Economy and Climate Change to review the RAP and ESIA plans that were submitted and discuss the issues raised during the public hearings. The COTEVE was generally satisfied with the plans and documents but recommended some changes to the RAP and ESIA. The Company modified the plans accordingly, and the COTEVE then recommended to the *Bureau National des Évaluations Environnementales*<sup>2</sup> ("BUNEE") to accept the RAP and ESIA plans. On May 18, 2016, the Company received final approvals from the Ministry of Environment, Green Economy and Climate Change. On June 13, 2016, the Company completed a presentation and critical technical review of its Bomboré Gold Project with the Burkina Faso National Commission of Mines ("NCM"). The NCM reviewed the project's feasibility study, including an environmental assessment and impact study, and a relocation action plan. The Company has fulfilled all the conditions set by the NCM and was advised that the NCM would issue a favourable and binding advice with respect to the Company's application for a commercial mining permit. The mining permit application was approved by the Council of Ministers on August 11, 2016, and the official Decree and mining convention documents are expected in the coming months.

**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. Further optimization of the 2015 FS mine plan will be warranted before mining commences. The updated resource model is scheduled to be completed in Q3 2016.

<sup>1</sup> Environmental Assessment Technical Committee

<sup>2</sup> National Office of Environmental Assessments

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

Category	Cut-off Gold g/t	Measured Mineral Resource			Indicated Mineral Resource			Inferred Mineral Resource		
		Tonnage	Grade	Contained Gold	Tonnage	Grade	Contained Gold	Tonnage	Grade	Contained Gold
		Mt	g/t	koz	Mt	g/t	koz	Mt	g/t	koz
<b>North:</b>										
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
<b>Sub-total</b>		<b>44.83</b>	<b>0.97</b>	<b>1,402</b>	<b>32.02</b>	<b>1.02</b>	<b>1,046</b>	<b>7.25</b>	<b>1.35</b>	<b>315</b>
<b>South:</b>										
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
<b>Sub-total</b>		<b>36.17</b>	<b>0.98</b>	<b>1,134</b>	<b>22.80</b>	<b>1.09</b>	<b>802</b>	<b>8.46</b>	<b>1.14</b>	<b>311</b>
<b>Southeast:</b>										
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
<b>Sub-total</b>		<b>2.03</b>	<b>1.44</b>	<b>94</b>	<b>2.02</b>	<b>1.28</b>	<b>83</b>	<b>2.71</b>	<b>1.12</b>	<b>97</b>
<b>Combined:</b>										
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
<b>Sub-total</b>	0.45	<b>38.88</b>	<b>0.94</b>	<b>1,174</b>	<b>28.27</b>	<b>0.87</b>	<b>789</b>	<b>6.37</b>	<b>0.92</b>	<b>189</b>
<b>Combined:</b>										
Fresh	0.50	44.14	1.03	1,456	28.56	1.24	1,142	12.05	1.38	534
<b>Total</b>		<b>83.03</b>	<b>0.99</b>	<b>2,630</b>	<b>56.83</b>	<b>1.06</b>	<b>1,931</b>	<b>18.42</b>	<b>1.22</b>	<b>723</b>
<b>Total M+I</b>		<b>139.86</b>	<b>1.01</b>	<b>4,561</b>						
<b>Total M+I Oxidized</b>		<b>67.16</b>	<b>0.91</b>	<b>1,964</b>						
* 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<sup>1</sup> Whittle Pit Sensitivity to Gold Price, CIL Processing Scenario**

Gold Price US\$/oz	Measured and Indicated Oxide + Transition + Fresh				Measured and Indicated Oxide + Transition Only			
	Total Tonnage (Mt)	Au Metal (Moz)	Au Grade (g/t)	Strip Ratio <sup>2</sup>	Total Oxide Tonnage (Mt)	Au Metal (Moz)	Au Grade (g/t)	Strip Ratio <sup>2</sup>
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

<sup>1</sup> 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.

<sup>2</sup> 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 additional RC drilling.

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 several pits, this would not only increase the mineralized resources, but could marginally reduce the overall stripping ratio by eliminating several ramps reducing internal waste.

At the P17S sulphide 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%. These results are interesting with grades more than double the average grade of the Bomboré resource. Further drilling is expected during Q4 2016 along with initial metallurgical test results.

### ***Permit status and expansion***

The original Bomboré I permit (104.5 km<sup>2</sup>) 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. On June 1, 2016 the Company reapplied for the previous surrounding exploration areas and the application is pending, with approvals expected before year end.

In August 2011, the Company announced it had been granted exploration rights to the Toéyoko permit, an additional 63 km<sup>2</sup> 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 \$469) per km<sup>2</sup> resulting in a minimum of 17,010,000 CFA (~ US \$29,529) 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 put into effect the enabling acts of the 2015 mining code. See note below, "*New Mining Code*" for further details. Sandstorm also holds a 0.45% NSR, however plans are to repurchase this royalty in its entirety, as per the terms of the agreement, for \$3.6M on or before January 27, 2017.

### ***Analysis of expenditures on the Bomboré Project***

Expenses related to exploration and development studies for the three and six month periods ended June 30, 2016 has decreased by \$270K and \$1M respectively over the comparative prior-year period due to the FS activities being essentially complete as of the end of Q2 2015, offset slightly by expenses relating to the resource modeling, engineering studies and ESIA and RAP in 2016. General camp, infrastructure and other costs for the three and six month periods ended June 30, 2016 decreased by \$214K and \$313K respectively over the comparative prior-year period due to a reduction in camp occupancy related to the increased focus on development studies and a water drilling program in 2015 as well as a reduction in community relations expenses year over year. Exploration surveys costs for the three and six month periods ended June 30, 2016 has decreased by \$33K and \$72K respectively over the comparative prior-year period due to a reduction in staff in 2015 along with a shift in focus of some staff to the Bondi project in 2016. Drilling and assaying expenditures at Bomboré were low and comparable for the three month and six month periods ended June 30, 2016 and 2015 due to the Company's focus on the Bomboré FS.

### **Bondi Project**

On May 24, 2016, the Company signed an agreement for the sale and transfer of the Bondi project to Sarama for consideration consisting of 9.6M Sarama shares valued at C\$0.15 per share, plus 3M warrants priced at C\$0.195 per share with an expiry of two years and 2M warrants priced at C\$0.24 per share with an expiry of three years. The transaction also includes a US\$20/oz royalty on the first 200,000 ounces sold out of production from the Bondi Permit area. Orezone and Sarama anticipate completing all final documentation in the coming weeks and will apply for the transfer of the permit. As per the terms of the binding Heads of Agreement, it is subject to receiving a sale and transfer tax ruling from the Burkina Faso tax authorities.

The Bondi gold project is a 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.

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 it was approved by the Government with receipt of the formal documentation on November 5, 2015.

### ***Analysis of expenditures on the Bondi Project***

Expenses related to Drilling and assaying for the three and six month periods ended June 30, 2016 increased by \$5K and \$72K respectively over the comparative prior-year period due to a 521m core drilling program mainly completed in Q1 2016 and analysis in Q2 2016 as compared to limited analysis expenditures in 2015. The general camp and infrastructure and other costs increased \$34K and \$49K respectively due to the focus on the drilling program in Q1 2016 and certification of historical expenditures in Q2 2016 for the Bondi sale to Sarama.

### **Burkina Faso Political Situation**

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 elected 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.

### **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.

### **Financial Review**

#### **Corporate Cost Savings Measures**

During Q4 2015, 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). In addition, with the Bomboré Feasibility Study completed and the mining permit application near completion, the Company reduced its technical staff that is no longer required until the project proceeds to construction.

Total comprehensive loss for the three and six month periods ended June 30 was as follows:

**Table 6 – Financial Information**

Expenses	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Exploration and evaluation	473,185	934,294	916,099	2,229,959
General and administrative	442,978	607,091	920,824	1,199,918
Share-based compensation	34,912	84,521	166,222	164,741
Depreciation and amortization	116,881	204,752	250,344	433,254
<b>Total Expenses</b>	<b>1,067,956</b>	<b>1,830,658</b>	<b>2,253,489</b>	<b>4,027,872</b>
<b>Other (loss) income</b>	<b>(927)</b>	<b>40,610</b>	<b>(58,644)</b>	<b>(169,356)</b>
<b>Net loss before tax</b>	<b>(1,068,883)</b>	<b>(1,790,048)</b>	<b>(2,312,133)</b>	<b>(4,197,228)</b>
<b>Income tax</b>	<b>(5,980)</b>	<b>-</b>	<b>(5,980)</b>	<b>(80,408)</b>
<b>Net Loss</b>	<b>(1,074,863)</b>	<b>(1,790,048)</b>	<b>(2,318,113)</b>	<b>(4,277,636)</b>
Foreign currency translation (loss) income	(116,881)	144,049	(11,922)	(431,893)
<b>Other comprehensive (loss) income</b>	<b>(116,881)</b>	<b>144,049</b>	<b>(11,922)</b>	<b>(431,893)</b>
<b>Net loss per common share, basic and diluted</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>(0.02)</b>	<b>(0.04)</b>

The components of general and administrative costs for the three and six month periods ended June 30 were as follows:

**Table 7 – General & Administrative Expenses**

Expenses	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Salaries and employee costs	214,521	342,444	422,234	685,098
Public company costs	58,484	70,356	113,953	154,826
Professional fees	52,320	73,603	181,251	143,604
General and office costs	83,964	72,846	145,495	128,675
Investor relations and travel	33,689	47,842	57,891	87,715
<b>Total Expenses</b>	<b>442,978</b>	<b>607,091</b>	<b>920,824</b>	<b>1,199,918</b>

**Table 8 – Consolidated Balance Sheets (Summary)**

	June 30 2016	December 31 2015
Cash	6,098,599	3,835,256
Interest in exploration properties	2,514,270	2,671,402
Non-current Liabilities	3,600,000	3,300,000
Shareholders' equity	5,138,917	3,465,709
Total assets	9,213,728	6,975,981
Comprehensive loss	(2,330,035)	(8,197,114)

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 three and six month periods ended June 30, 2016 and 2015.

Exploration and evaluation costs in the three and six month periods ended June 30, 2016 decreased by \$0.5M and \$1.3M respectively over the comparative prior year periods. 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; and
- reduced head count related to lower camp occupation and more focus on technical studies resulting in lower camp costs;

Offset by:

- an increase in Bondi drilling and assaying costs due to the 521m core drilling program in Q1 2016; and
- an increase in costs related to the certification of the historical expenditures for the Bondi sale to Sarama.

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 three and six month periods ended June 30, 2016 decreased by \$0.2M and \$0.3M respectively from the comparative prior-year periods due mainly to:

- a decrease of \$263K in salary and employee expenses as compared to the prior-year period as a result of the implementation of the corporate restructuring with the departure of the CFO, Corporate Controller, Bomboré Project Manager and employees in the subsidiaries near the end of 2015; CEO/SVP Exploration voluntary salary decrease in 2016; and reduction in COO work schedule; offset slightly by a temporary reduction (six months) of certain staff in Burkina Faso to 50% time in 2015;
- a decrease of \$41K in public company costs as compared to the prior-year period as a result of much lower annual costs to be listed on the TSX-V as compared to the TSX; and a decrease in Directors' Fees as compared to the prior-year period;
- a decrease of \$30K in investor relations and travel costs as a result of fewer marketing/financing related consulting fees as well as lower conference travel related costs as compared to the prior-year period;

Offset by

- an increase in professional fees of \$38K as compared to the prior-year period as a result of fees incurred in relation to the mining permit application of the Bomboré SA Company; offset slightly by lower audit & legal fees as a result of the corporate restructure and decision to move ORE listing to TSX-V; and
- an increase in general & office costs of \$17K as compared to the prior-year period as a result of printing/equipment rental ahead of meeting with the National Commission of Mines for the mining permit.

Other (loss) income is related to a foreign exchange gain of \$0.25M over the comparable prior year period offset by the increase in the Sandstorm royalty costs of \$0.15M over the comparable prior year period.

Income tax costs in the six month period ended June 30, 2016 decreased by \$74.4K from the comparative prior year period due to the Burkina tax assessment which was settled in 2015.

### **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**

	Q2 2016	Q1 2016	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014	Q3 2014
			\$	\$	\$	\$	\$	\$
<b>Net loss attributable to common shareholders</b>	(1.07)	(1.24)	(1.57)	(1.72)	(1.79)	(2.49)	(3.07)	(3.23)
<b>Net loss per share, basic and diluted</b>	(0.01)	(0.01)	(0.01)	(0.01)	(0.02)	(0.03)	(0.04)	(0.03)

The decrease in net loss during Q2 2016 as compared to first quarter in 2016, the quarters in 2015 and Q3 and Q4 2014 is partially due to a continued reduction in exploration and development activities in Q2 2016 with the majority of ongoing technical activities being completed by the end of 2015 and additional income tax expense relating to the settlement of the Burkina Faso tax reassessment in Q1 2015. 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 provided up to \$8.0M in financing to advance the Bomboré Project. Sandstorm initially purchased the rights to 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 and intends to complete the buyback prior to January 27, 2017 for \$3.6M.

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, and this ROFR will continue after the buyback of the Upfront Loan.

### **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 \$6.1M at June 30, 2016, a decrease of \$0.8M compared to the \$6.9M cash position at March 31, 2016. The Company had a working capital of \$6.2M at June 30, 2016.

As at August 18, 2016, the Company had approximately \$25.3M in cash which includes the proceeds of the July 2016 equity financing. The Company currently has no other committed funding or other financing arrangements.

With all studies and the permitting process largely complete, the Company had reduced its planned spend, as at the end of 2015, to approximately \$4.0M<sup>1</sup> in 2016 compared to \$6.9M in 2015. With the completion of the July 2016 equity financing of C\$26.4M, the Company intends to use the net proceeds to advance the Bomboré Project during the remainder of 2016 and into 2017. Activities will include detailed engineering, initial relocation work, minor infrastructure construction, buyout of the Sandstorm royalty loan as well as fund other corporate purposes. Management believes that the current working capital is sufficient to sustain the Company’s exploration and evaluation, development plans and general and administrative expenses on an ongoing basis to the end of 2017.

In order to develop its Bomboré property through construction, the Company must raise additional debt and/or equity capital. If funds are not available on terms satisfactory to the Company, some planned activities will be postponed and the Company will be required to re-evaluate its plans and allocate its total resources in such a manner as the Board of Directors and management deem to be in the Company’s best interest.

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

**Use of Proceeds from Financings**

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 are being 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 June 30, 2016, the Company has used \$3.1M 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 issued 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. The proceeds of this financing have not been used as of June 30, 2016.

On July 19, 2016, the Company completed a C\$26,450,000 (US\$20,300,375) equity financing that resulted in net proceeds of C\$25,060,350 (US\$19,233,819) whereby 26,450,000 common shares were issued at a price of C\$1.00 per share. The proceeds of this financing have not been used as of June 30, 2016.

**Share Capital Information**

As at June 30, 2016, the Company had 127,350,364 common shares outstanding (fully diluted – 136,743,264).

**Table 10 – Stock Options Outstanding as at June 30, 2016**

Range of exercise prices	Outstanding			Exercisable	
	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	4,692,500	5.70	0.35	3,372,506	0.37
\$0.50 to \$0.99	2,230,000	2.98	0.70	2,130,000	0.70
\$1.00 to \$1.99	2,270,400	1.12	1.62	2,270,400	1.62
\$2.00 to \$2.99	200,000	4.31	2.35	200,000	2.35
	9,392,900	3.92	0.78	7,972,906	0.86

**Contractual Obligations**

As at June 30, 2016, the Company had contractual obligations for head office rent, professional fees, resource update costs, communication services, security services, IT services and equipment and inventory purchases and rentals in the amount of \$93,171 (as at December 31, 2015 – \$147,979). 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.

As at August 18, 2016, the Company had further contractual obligations in the amount of \$281,411 for professional fees, resource update costs, RAP implementation, metallurgical testing, marketing costs, head office rent 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 purchased 3,800,000 common shares in the March 30, 2016 private placement and on the same terms and conditions as other subscribers. In addition, a related party purchased 100,000 common shares in the July 19, 2016 prospectus financing on the same terms and conditions as other subscribers. The Company had no other transactions with related parties for the three and six month periods ended June 30, 2016.

### **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 the official mining Decree, mining convention and obtaining renewed exploration permits 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).

### **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 and its operating subsidiary tax filings may be reviewed from time to time in accordance with the Income Tax Act (Canada) and the Burkina Faso Code respectively. The Company's interpretations of underlying tax regulations may differ from those of the respective 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 three and six month periods ended June 30, 2016 may contain or refer to certain forward-looking statements relating, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking statements can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates and the timing of updates thereof, planned expenditures on the Company's projects, obtaining renewed exploration permits, obtaining the official mining Decree and related mining convention, 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](http://www.sedar.com).