

OREZONE GOLD CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an Annual and Special Meeting (the “**Meeting**”) of the shareholders of Orezone Gold Corporation (the “**Company**”) will be held at the offices of Stikeman Elliott LLP, Main Boardroom, 49th Floor Commerce Court West, 199 Bay Street, Toronto, Ontario, M5L 1B9 on Wednesday June 22, 2016 at 4:30 p.m. EDT for the following purposes:

- (1) to receive the financial statements of the Company for the fiscal year ended December 31, 2015, together with the auditor’s report thereon;
- (2) to elect directors of the Company;
- (3) to appoint auditors for the fiscal year ending December 31, 2016 and to authorize the directors to fix their remuneration;
- (4) to consider and, if deemed appropriate, to approve, with or without variation, an ordinary resolution, the full text of which is reproduced in Appendix “A” to the accompanying Management Information Circular approving, ratifying and confirming the adoption of the Company’s 2016 stock option plan as detailed in the accompanying Management Information Circular and in Appendix “D” thereto, and any unallocated options or other entitlements thereunder;
- (5) to consider and, if deemed appropriate, approve, with or without variation, an ordinary resolution, the full text of which is reproduced in Appendix “B” to the accompanying Management Information Circular approving, ratifying and confirming the Company’s grant of options on February 8, 2016 under the Company’s 2016 stock option plan; and
- (6) to transact such further or other business as may properly come before the Meeting or any adjournments or postponements thereof.

Accompanying this Notice of Meeting is a copy of the Management Information Circular and a form of proxy. The holders of common shares of the Company of record at the close of business on May 12, 2016 are entitled to receive notice of the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the enclosed form of proxy to the Company’s transfer agent, **Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1** in the envelope provided for that purpose, or vote using the telephone or internet based on instructions provided in the enclosed form of proxy, not later than 5:00 p.m. EDT on Monday June 20, 2016 or, if the meeting is adjourned or postponed, no later than 5:00 p.m. EDT two business days preceding the date to which the Meeting is adjourned or postponed.

Please note that the Company is not utilizing the notice-and-access mechanism under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of the Management Information Circular and proxy forms to registered and beneficial shareholders.

In order to be represented by proxy, you must complete and submit the enclosed form of proxy or other appropriate form of proxy.

DATED at Ottawa, Ontario, May 12, 2016.

BY ORDER OF THE BOARD OF DIRECTORS OF OREZONE GOLD CORPORATION

“Ronald Little”

Ronald N. Little
Director, President & Chief Executive Officer