

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, Ottawa Boardroom, 53rd Floor Commerce Court West, 199 Bay Street, Toronto, Ontario, M5L 1B9 on Thursday June 11, 2015 at 4:30 p.m. EST for the following purposes:

- (1) to receive the financial statements of the Company for the fiscal year ended December 31, 2014, 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, 2015 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 re-approving, ratifying and confirming the Company's stock option plan as same is proposed to be amended, such amendments being detailed in the accompanying Management information Circular and in Appendix "C" thereto and any unallocated options or other entitlements thereunder; and
- (5) 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 6, 2015 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, M7Y 3J1** 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. EST on Tuesday June 9, 2015 or, if the meeting is adjourned or postponed, no later than 5:00 p.m. EST two business days preceding the date to which the Meeting is adjourned or postponed.

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 6, 2015.

BY ORDER OF THE BOARD OF DIRECTORS OF OREZONE GOLD CORPORATION



Ronald N. Little
Director, President & Chief Executive Officer