OREZONE GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2009

May 15, 2009

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") for the three month period ended March 31, 2009 may contain or refer to certain forward-looking statements relating, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking information 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, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, 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 ore 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, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects 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. Current 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. Orezone 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 this MD&A were prepared in accordance with National Instrument ("NI") 43-101 adopted by the Canadian Securities Administrators. The requirements of NI 43-101 differ significantly from the requirements of the United States Securities and Exchange Commission (the "SEC"). This 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 U.S. 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.

Introduction

Orezone Gold Corporation ("Orezone" or the "Company") was incorporated under the Canada Business Corporations Act on December 1, 2008 as part of the business combination between Orezone Resources Inc. ("Resources") and IAMGOLD Corporation ("IMG") (the "Transaction"). Upon completion of the Transaction on February 25, 2009, IMG retained the Essakane Mining Project and the Company retained the remaining exploration interests and CAD $9.7 million in cash. The Company's shares were listed on the Toronto Stock Exchange ("TSX") under the symbol "ORG" on the same date. The key management and Board of Directors ("Board") of Resrouces, with over 14 years of experience exploring, developing, financing and constructing gold operations in Burkina Faso, West Africa, have remained with the new Company. The Company continues to focus on exploration and development of gold properties in Burkina Faso.

The Company's unaudited interim consolidated financial statements for the three month period ended March 31, 2009 ("Financial Statements") contain amounts that were estimated based on a carve-out of the historical financial results of the non-Essakane assets and liabilities of Resources prior to February 25, 2009, as well as the Company's independent operating results from February 26 to March 31, 2009. The acquisition of the non-Essakane assets and liabilities has been accounted for on a continuity of interest basis.

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is provided to enable the reader to assess material changes in financial condition and results of operations for the three month period ended March 31, 2009, in comparison to the corresponding prior-year period. This document should be read in conjunction with the Financial Statements.

The MD&A is also intended to supplement and complement the audited annual consolidated financial statements and accompanying notes for the fiscal year ended December 31, 2008 (collectively, the "Annual Financial Statements"). As a result, this MD&A should also be read in conjunction with the Annual Financial Statements, Form 40-F and Annual Information Form ("AIF") on file with the SEC and Canadian provincial securities regulatory authorities, for the year ended December 31, 2008. All dollar amounts in this report are in United States dollars, unless otherwise specified.

The Financial Statements have been prepared in accordance with accounting principles generally accepted in Canada ("Canadian GAAP").

The MD&A is prepared in conformity with NI 51-102F1 and has been approved by the Board of Directors prior to release.

Nature of Operations

The Company is engaged in the acquisition, exploration and development of gold properties, primarily in Burkina Faso, West Africa. The Company is in the exploration stage and has not yet determined whether any of its properties contain mineral deposits that are economically recoverable. The Company's primary objective is to maximize shareholder value by identifying and developing commercially exploitable gold deposits.

Although the Company began trading publicly on February 25, 2009, the projects, management and Board have come from Resources. The Company's management team and Board have a successful track record in Burkina Faso extending back to the inception of Resources in 1996. This includes the acquisition, exploration, development, financing, construction and divestiture of Essakane, the only World Class gold deposit in Burkina Faso. Burkina Faso is on track to become the 4th largest African gold producer by 2011 and much of this production will come from Essakane. Burkina Faso has similar geology, but is relatively unexplored, compared to the neighboring countries of Mali and Ghana, where more major discoveries have been made and a number of large mines have been built.

In addition, Burkina Faso has been politically stable for many years, 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.

The Company has three advanced gold projects, however will focus the majority of its efforts in 2009 on its flag ship Bomboré Project that hosts approximately 0.9Moz of indicated resources and 1.8Moz of inferred resources. The Company is actively looking at potential synergies, mergers and acquisitions within the West African region. The Company is considering other strategic alternatives for some its non-core assets in order to raise additional funds to advance the Bomboré Project with minimal dilution to its share capital.

Significant developments in the first quarter of 2009 included:

- On February 25, 2009, the Company acquired its assets and personnel from Resources as a result of business combination between IMG and Resources. The Company simultaneously became listed on the Toronto Stock Exchange ("TSX"); and

- On March 25, 2009, the Board of Directors approved the initial stock option plan for the new Company. The maximum number of common shares reserved for issuance under the Plan is equal to 10% of the Company's issued and outstanding common 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.

Important events which occurred subsequent to March 31, 2009 include:

- On April 23, 2009, the Company announced an exploration budget of $1.8 million for 2009, the majority of which will be spent expanding the resource at Bomboré and completing metallurgical testing to examine the feasibility of both heap leach and conventional milling technologies on the deposit; and

- At a special meeting held on May 15, 2009, shareholders approved the Company's new stock option plan.

Qualified Persons

Dr. Pascal Marquis, P. Geo., 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. Ron Little, P. Eng., the President and Chief Executive Officer ("CEO"), is also a qualified person under NI 43-101.

Exploration Permits

Burkina Faso

All of the Company's properties in Burkina Faso are comprised of exploration permits, as defined by The Burkina Mining Act #031-2003/AN (the "Mining Act"), dated May 8, 2003. At December 31, 2008, the Company had four permits covering approximately 787 km^2 in Burkina Faso. Exploration permits in Burkina Faso give the holder the exclusive right to explore for minerals requested on the surface and subsurface within the boundaries of the permit. Exploration permits are generally valid for a period of three years from date of issue, and may be renewed for two more consecutive terms of three years for a total of nine years. The Government of Burkina Faso has been amenable to issuing new permits after the expiration of nine years in certain circumstances. The permit holder has the exclusive right, at any time, to convert the exploration permit to a mining exploitation license ("Mining Permit"). For Mining Permits, the government has the right to a 10% carried interest in the corporation formed for the purpose of mining, and a 3% royalty on gold produced.

Niger

In the Republic of Niger, exploration permits are also granted for an initial three year period and are renewable twice with permit size reductions. For exploitation licenses, the government has the right to a 10% carried interest in any Nigerian corporation formed for the purpose of mining, can increase its interest to 40% by participating in development for the permits granted under the 2006-026 Décret dated 9 August 2006, and receives a 5.5% royalty on gold produced. The Company presently has one exploration permit (Kossa) covering 999 km2 in Niger, granted prior to the 2006-026 Décret. The Kossa permit is subject to a formal agreement between the Company and IMG. IMG has the right to explore for and receive the benefit arising from the exploitation of gold deposits on the permit. IMG is responsible for the annual carrying costs, which include the payment of annual taxes and any minimum exploration expenditures required by the terms of the permit, for the duration of the agreement. The Company has legal title to the permit and has the right to explore for and derive the benefit from other mineral deposits without any pre-emptive rights to IMG. The Company, through a wholly owned subsidiary, also holds two uranium exploration permits (Zeline 1 and Zeline 4) covering 982 km2, which were granted in the second quarter of 2007 by the Government of the Republic of Niger.

The Company has signed Mining Conventions for each of the permits held in Niger, which specify the precise terms of any exploration or mining activity on each permit should the Company elect to take a project into operation. It provides guarantees of exclusivity and fiscal and legal regime. This Convention has a term of 30 years. If the mining life is greater than 30 years, the Conventions provide for re-negotiation. The Conventions grant fiscal incentives only available to the mining industry in Niger, including a five year income tax holiday.

Results of Operations

Resources on the Company's projects are as follows:

Category	Tonnes (millions)	Grade (Au g/tonne)*	Contained Gold (ozs)*
Bomboré			
Measured and indicated resources	49.4	0.59	927,000
Inferred resources	91.8	0.61	1,781,000
Sega			
Measured and indicated resources	7.2	1.94	446,000
Inferred resources	1.3	1.50	64,000
Bondi			
Measured and indicated resources	4.1	2.12	282,000
Inferred resources	2.5	1.84	150,000

* - using a 0.5 g/tonne cut-off except for Bomboré which uses a cut-off of 0.24 g/tonne for the oxide material, 0.25 g/tonne for the transition material and 0.52 g/tonne for the fresh material

Properties

Exploration activity

Exploration expenditures and drilling activity for the Company's significant projects were as follows::

	Three months ended March 31, 2009		Three months ended March 31, 2008	
	$	***Drilling (m)***	*$*	*Drilling (m)*
Bomboré	**230,553**	**-**	1,655,691	15,030
Sega	**90,708**	**-**	374,105	-
Bondi	**56,464**	**-**	43,095	-
Niger and other	**46,830**	**-**	520,880	4,106
	424,555	**-**	2,592,713	19,136
Write-off of deferred exploration costs	**-**		1,525,925	

Bomboré Property

The Company is evaluating the potential of the Bomboré property to host a large-tonnage, low-grade, potentially heap leachable oxide resource that has the benefits of a low strip ratio and favorable infrastructure. The potential also exists to process the deeper and higher grade sulphide material through a conventional mill. Resources remain open at depth and for the most part on strike. In 2009 the Company plans to carry out a metallurgical test program and then, subject to positive results, to conduct a major drill program to aggressively expand the resources.

In late March 2009, the Company signed a contract with Boart Longyear for the completion of 4,500 m of DD drilling at Bomboré during the year. Drilling began in April 2009, and is aimed at testing the continuity of the deposit to vertical depths down to 175 m. The current resource model is based on drilling completed to an average depth of 55 m and shows continuity and consistent to marginally improving grades at depth. The Company expects to announce the results of the drilling program in the third quarter of 2009. In April 2009, the Company also entered into contracts for the completion of a metallurgical test program designed to evaluate the potential for both heap leach and conventional milling as processing options for the deposit. The metallurgical testing began in May 2009 and is being completed by Ammtec Limited in Australia. The Company has engaged GBM Minerals Engineering Consultants Ltd to supervise the testing. The Company expects to announce the results of the metallurgical testing program in the fourth quarter of 2009.

SRK Consulting (Toronto) audited the Bomboré resource model and estimation procedures and the results were released on November 10, 2008. The resource estimate consists of an Indicated resource of 926,600 ounces of gold contained in 49.4Mt at a grade of 0.59g/t along with Inferred resources of 1,781,000 ounces of gold contained within 91.8Mt at a grade of 0.61g/t (Table 1). This resource estimate is based on RC and core drilling data completed up to May 2007, using a lower cut off of 0.24 g/t in oxide material, 0.25g/t in transition material and 0.52g/t in fresh material, and a 5.0g/t top cut applied to individual samples (on average 1 m length). The resources occur at surface to a depth of 100 m in five zones contained within the Bomboré geochemical anomaly. This gold-in-soil anomaly overlying the resources extends virtually uninterrupted at a level of +0.1g/t for more than 14km and represents the largest gold anomaly in Burkina Faso. Resources are open at depth and for the most part still open along strike.

Table 1

2008 Audited Mineral Resource Statement* for the Bomboré deposit, Burkina Faso, West Africa, SRK Consulting

	Indicated Mineral Resource			Inferred 1 Mineral Resource			Inferred 2 Mineral Resource		
Weathering Profile	Tonnage	Grade	Gold	Tonnage	Grade	Gold	Tonnage	Grade	Gold
	(Mt)	(g/t)	(Moz)	(Mt)	(g/t)	(Moz)	(Mt)	(g/t)	(Moz)
Oxide[1]	30.6	0.53	0.52	32	0.46	0.48	2.3	0.33	0.02
Transition[2]	13	0.56	0.23	15.3	0.5	0.25	5.1	0.34	0.05
Fresh[3]	5.7	0.93	0.17	16.8	0.96	0.52	20.3	0.71	0.46
Total	**49.4**	**0.59**	**0.93**	**64.1**	**0.61**	**1.24**	**27.7**	**0.61**	**0.54**

* The cut-off grades are based on a gold price of US$800 per ounce with heap leach processing recoveries of 85% for oxide, 81% for transitional and 65% for fresh material. Indicated and Inferred 1 Mineral Resources are reported within conceptual optimized open pit shells, while Inferred 2 Mineral Resources are all remaining resource blocks located outside the pit shell. Weathering profiles: [1] reported at a cut-off of 0.24g/t, [2] reported at a cut-off of 0.25g/t, [3] reported at a cut-off of 0.52g/t. Mt= million metric tonnes. Moz= million troy ounces; g/t= grams gold per tonne

Exploration expenditures on the Bomboré project were significantly lower in the three months ended March 31, 2009 as compared to the prior year comparative period as the Company did not complete any drilling in the quarter. In the three months ended March 31, 2008, the Company completed a significant amount of drilling in support of the updated resource estimate that was released in November 2008.

Sega Property

The Sega property is being advanced toward potential production as a small heap leach operation. The Company is in the process of completing an internal resource update, the results of which are expected to be released in the second quarter of 2009. The update will incorporate the results of 8,050 m of RC drilling and 4,421 m of core drilling completed in 2007 and 2008. All of the results received to date either support or expand the current modeled resources. Strategic options are also being reviewed which include additional exploration to expand resources and/or combining with other deposits in the area to achieve the critical mass necessary to support a producing operation.

Exploration expenditures for the Sega project in the three months ended March 31, 2009 decreased over the comparative period in 2008 as only internal resources were used to complete work in the quarter.

Bondi Property

The Bondi deposit is a shallow, structurally controlled shear zone hosted gold deposit that contains 282,000 ounces of gold at a grade of 2.12 g/t in the Measured and Indicated category and 149,600 ounces of gold at a grade of 1.84 g/t in the Inferred category. In April 2009 the Company commenced a field mapping exercise aimed at evaluating alternatives to test the southern extension of the deposit. The most cost effective method is likely an air core drilling program which would be initiated in the fourth quarter of 2009. The Company is currently evaluating opportunities to increase resources to a level necessary to support a mining operation as well as other strategic alternatives.

There was no drilling on the Bondi project in the three months ended March 31, 2009 or the comparative prior year period and therefore exploration expenses were minimal in these periods.

The Company abandoned the Poyo permit in the three months ended March 31, 2008 and wrote off related deferred exploration costs of $332,704.

Niger and Other Burkina Faso Properties

The Company did not complete any drilling on the Niger permits in the three months ended March 31, 2009 resulting in lower exploration expenses over the comparative prior year period. Drilling in the three months ended March 31, 2008 was limited to the Kossa permit, and the optioned Koyria permit in Niger which was abandoned in the third quarter of 2008. The Company currently has no plans to complete any drilling on the Mo-Cu target on the Kossa permit in 2009. Any exploration carried out on gold targets on the Kossa permit will be reimbursable by IMG in accordance with the Kossa rights agreement (see above).

In the three months ended March 31, 2008, the Company abandoned the Nabéré, Tankiédougou, and Komkara permits/options which resulted in a write-off of deferred exploration costs of $1,193,221.

Summary of Quarterly Results and First Quarter Results

	2009	2008			
	Q1	**Q4**	**Q3**	**Q2**	**Q1**
	$	**$**	**$**	**$**	**$**
Revenue	-	-	-	-	-
Net loss	(599,791)	(7,196,185)	(2,805,819)	(400,328)	(2,406,831)

	2007			
	Q4	**Q3**	**Q2**	**Q1**
	$	**$**	**$**	**$**
Revenue	-	-	-	-
Net loss	(764,834)	(515,133)	(1,003,823)	(237,442)

As at March 31, 2009, the Company was in the development stage with no operating business segment and no revenue generating activities. Variations in net losses over the nine quarters presented above mainly resulted from quarterly fluctuations in the level of write-offs of deferred exploration costs, financial instrument fair value adjustments and administrative expenses.

Statement of Operations

The Company recorded a net loss of $599,791 for the three month period ended March 31, 2009, compared to a net loss of $2.4 million for the comparative prior year period, and a loss of $7,196,185 in the fourth quarter of 2008. The decreased loss over the comparative prior year period was mainly due to lower administrative expenses, as well as a decrease in the write-off of deferred exploration costs over the comparative prior year period. The decreased loss over the fourth quarter of 2008 was mainly due to lower administrative expenses and public relations and travel expenses.

Administrative expenses decreased by $447,741 in the three months ended March 31, 2009, compared to the comparative prior year period mainly due to:

- $127,832 decrease in salaries, benefits and consulting fees due to reductions in the salary levels of senior executives;
- $65,947 decrease in audit, legal, and professional fees due to a reduction in the complexity of the Company's regulatory environment as it is not publicly listed in the United States;
- $117,875 decrease in public relations and travel expenses due to a reduction in the number of trade shows attended in the quarter as well as reduction in the number of staff attending; and
- $90,947 decrease in stock-based compensation expense as fewer stock options remained unvested at the quarter.

Net losses consist of administrative expenses in combination with other non-operating items including write-offs of deferred exploration costs, other income, interest income and interest expense, and gains and losses on the fair value of investments held for trading. Other non-operating items contributed $97,982 to net loss in the three months ended March 31, 2009. Other non-operating items contributed $1.5 million to net loss in the three months ended March 31, 2008.

The most significant changes in other non-operating items in the three months ended March 31, 2009 over the comparative prior year period were:

- $175,190 decrease in loss in fair value of investments held for trading;
- $209,452 decrease in interest income resulting from lower interest rate yields on deposits as well as less cash on hand;
- $1.5 million decrease in write-offs of deferred exploration costs; and
- $117,689 decrease in foreign exchange gains arising from the significant depreciation of the Canadian dollar relative to the US dollar.

Liquidity and Capital Resources

The Company had cash and cash equivalents of $7.4 million as at March 31, 2009, an increase of $4.0 million compared to $3.4 million in cash and cash equivalents as at December 31, 2008. The increase is mainly attributable to the cash top up provided on closing of the Transaction with IMG. Cash expenditures of $378,558 on mineral interests and $545,399 on operations were made in the three months ended March 31, 2009.

The Company has no cash flow generating operations, and its long-term financial success is highly dependent on management's ability to discover economically viable mineral deposits. The Company has sufficient capital resources to pursue its exploration program on its projects in 2009 based on its working capital balance of $7.6 million. However, additional financing will be required in the future to bring one of the Company's properties into production, or to make additional acquisitions or investments within the mining sector. Although the Company has been successful in the past in obtaining such financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares, without par value. Shares issued and outstanding were 53,955,531 as at March 31, 2009.

Off Balance Sheet Agreements

The Company does not have any off balance sheet arrangements.

Transactions with Related Parties

One of the Company's available-for-sale investments as at December 31, 2008 was common shares of a publicly traded company of which the Company's CEO was a director. The carrying and fair values of this investment were $nil and $21,443 as at March 31, 2009 and December 31, 2008, respectively.

In the three months ended March 31, 2008 the Company charged $11,003 in administrative fees to San Anton Resource Corporation ("San Anton") for rent and other administrative services that were provided by the Company. During this period, the Company's CEO was a director of San Anton and San Anton's President and Chief Executive Officer ("CEO") was a director of the Company. On April 1, 2008, San Anton ceased to be a related party to the Company.

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 risky. There is no assurance that economic deposits will be found and in fact, most companies are unsuccessful due the very low odds of finding an economic deposit. 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, economic factors and regulatory issues. Many of these are beyond the control of the Company.

The principal factor which will affect the Company's ability to successfully execute its business plan is the price of gold. The price of gold in US dollars has increased from approximately US $260 per ounce early in 2001 to over US $900 at May 15, 2009. This increase is widely attributed to a weakness in the US dollar. However, the future trend of both the price of gold and the US dollar cannot be predicted with any degree of certainty. The higher gold price improves the economics of any potential development project and just as important, has a favorable impact on the perceptions of investors with respect to gold equities and therefore, the ability of the Company to raise capital.

Investment in the natural resource industry in general, and the exploration sector in particular, involves a great deal of risk and uncertainty and the Company's common shares should be considered as a highly speculative investment. Current and potential investors should give special consideration to the risk factors involved.

Political Risk

The Company's principal assets are located in Burkina Faso, West Africa. While the government of Burkina Faso has modernized its mining code and is considered to be pro mining, no assurances can be provided that this will continue in the future. The Company's ability to carry on its business in the normal course may be adversely affected by political and economic considerations such as civil and tribal unrest, political instability, changing government regulations with respect to mining including environmental requirements, taxation, land tenure, income repatriation and capital recovery, fluctuations in currency exchange and inflation rates, import and export restrictions, challenges to the Company's title to properties, problems renewing licenses and permits, and the expropriation of property interests. Any of these events could result in conditions that delay or in fact prevent the Company from exploring or ultimately developing its properties if economic quantities of minerals are found. The Company does not currently maintain "Political Risk" insurance.

Currency Risk
In the normal course of operations, the Company is exposed to currency risk because of business transactions in foreign countries. The Company mainly transacts in United States dollars (USD), Canadian dollars (CAD), Euros (EUR), Communauté Financière Africaine francs (XOF) and the South Africa rand (ZAR). 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. Note 7 to the Financial Statements describes the Company's exposure to currency risk, including the currencies in which the Company's financial instruments were denominated as at March 31, 2009.

Exploration Risk
Mineral exploration is a highly subjective process that requires a very high degree of education, experience, expertise and luck. Furthermore, the Company will be subject to many risk factors that knowledge, expertise and perseverance are insufficient to overcome. The Company is also competing against a large number of companies that have substantially greater financial and technical resources. The probability of finding mineralization in economic quantities that can be profitably mined are very small and no assurances can be given that the Company will be successful.

Development Risk
The successful development of a mineral deposit is dependent upon a large number of technical factors and significant capital expenditures must be made before the effect of many of these factors can be fully quantified. Major assumptions with respect to reserves, production, costs, grades and recoveries for example, can vary significantly from those projected in a feasibility study.

Economic Risk
External factors such as commodity prices, interest and exchange rates and inflation rates all have fluctuated widely in the past and will continue to do so. It is impossible to predict the future direction of these factors, and the impact that they will have on the Company's operations, with any degree of certainty. In particular, the price of gold is a major factor in determining whether or not a project is economic and whether or not capital can be raised to develop it. While the price of gold is currently at relatively high levels, its future direction will be determined by a large number of factors including investor demand, industrial demand, worldwide productions levels, forward selling, purchases and sales by central banks, political and financial instability, inflation, interest and currency exchange rates, etc.

Financing Risk
At the present time the Company does not have any producing projects and no sources of revenue. The Company's ability to explore for and find potentially economic properties, and then to bring them into production is highly dependent upon its ability to raise equity and debt capital in the financial markets. There is no assurance that the Company will be able to raise the funds required to continue its exploration programs and finance the development of any potentially economic deposit that is identified.

Title Risks
Title to mineral properties and exploration rights involves certain inherent risks due to the potential for problems arising from the ambiguous conveyancing history characteristic of many mining properties and from political risk associated with the countries in which the Company carries out its exploration activities. The Company has taken all reasonable steps to ensure it has proper title to its properties. However, no guarantees can be provided that there are no unregistered agreements, claims or defects which may result in the Company's title to its properties being challenged. Furthermore, the Company requires a number of different permits and licenses in order to carry on its business and there can be no assurance that they will be renewed upon expiry.

Environmental Risk
Both exploration programs and potential future mining operations are subject to a number of environment related regulations. It is the Company's intention to fully comply with all such legislation in the countries in which it operates, and to fully comply with generally accepted international standards in countries where environmental regulations are not as stringent as international standards. Compliance with these regulations may significantly delay or prevent the Company from carrying on its business in the normal course, or may substantially increase the cost of doing so. Furthermore, exploration and mining activities may cause accidental or unintended negative consequences for the environment that result in fines, penalties or sanctions that represent a significant cost to the Company or prevent it from continuing operations.

Management Dependence
The Company's activities are managed by a very small number of key individuals who are intimately familiar with its operations. The market for experienced mining personnel is currently very competitive and the Company's ability to replace highly qualified personnel cannot be assured. At present, the Company does not maintain any key man life insurance.

Critical Accounting Estimates

The accounting policies used in preparing the Financial Statements are consistent with those used in preparing the Company's annual audited financial statements. The Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles in Canada, however do not include all of the information and notes required for annual financial statements. The Financial Statements should be read in conjunction with the Company's audited consolidated financial statements and notes for the year ended December 31, 2008. The Financial Statements contain amounts that were estimated based on a carve-out of the historical financial results of the non-Essakane assets and liabilities of Resources prior to February 25, 2009, as well as the Company's independent operating results from February 26 to March 31, 2009. Certain of Resources expenses, assets, and liabilities for the period up to February 25, 2009 have been allocated to the Company in the Financial Statements based on assumptions that management believes are reasonable under the circumstances. However, these allocations and estimates are not necessarily indicative of the costs and expenses that would have resulted if the Company had operated as a separate entity.

Changes in Accounting Policies

Effective January 1, 2009, the Company adopted CICA Handbook Section 3064, *Goodwill and Intangible Assets*, replacing Section 3062, *Goodwill and Other Intangible Assets*, and Section 3450, *Research and Development Costs*. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The adoption of this standard did not have any effect on the current or prior periods.

<u>Conversion to International Financial Reporting Standards</u>

In February 2008, the Canadian Accounting Standards Board confirmed that the use of International Financial Reporting Standards ("IFRS") will be required in 2011 for publicly accountable profit-oriented enterprises. The Company must report its consolidated financial statements in accordance with IFRS no later than for the first quarter of 2011, with restatement of the 2010 comparative information presented. Although IFRS employs a conceptual framework that is similar to Canadian GAAP, there are significant differences in recognition, measurement, and disclosure. The Company has developed and implemented a project plan to ensure full compliance with this requirement by 2011. The Company's project plan consists of three phases:

Phase 1 – Scoping and Planning

This phase includes performing a high-level assessment to determine key areas of focus that will likely be impacted by the adoption of IFRS. The information obtained through this phase will be used to prepare a detailed plan for IFRS convergence. An assessment will also be performed as to whether information technology systems require modification in order to provide relevant and timely data required to meet the new reporting requirements under IFRS.

Phase 2 – Detailed Evaluation

This phase includes a detailed analysis of the impact of IFRS implementation on accounting determinations and disclosures. The detailed analysis will facilitate the selection of accounting policies under IFRS as well as the development of a detailed conversion strategy. A detailed determination of the impact of implementation on current internal control procedures and information technology will also be completed during this phase.

As part of its implementation of IFRS, the Company will be required to comply with "IFRS 1 – First Time Adoption of IFRS" which set out the rules for first time adoption. In general, IFRS 1 requires an entity to comply with each IFRS statement effective at the reporting date for the entity's first IFRS financial statements. This requires that an entity apply IFRS to its opening IFRS balance sheet as at January 1, 2010 (i.e. the balance sheet prepared at the beginning of the earliest comparative period presented in the entity's first IFRS financial statements). Within IFRS 1 there are exemptions, some of which are mandatory and some of which are elective. The exemptions provide relief for companies from certain requirements in specified areas when the cost of complying with the requirements is likely to exceed the resulting benefit to users of financial statements. IFRS 1 generally requires retrospective application of IFRS statements on first-time adoptions, but prohibits such application in some areas, particularly when retrospective application would require judgments by management about past conditions after the outcome of a particular transaction is already known.

Phase 3 – Implementation and Reporting

This phase includes formally implementing necessary changes to internal control procedures in order to comply with IFRS. In this phase the final selection of accounting policies, reconciliation of financial statement balances as at January 1, 2010 to IFRS, and ultimately the preparation of financial statements and related disclosures required under IFRS as at and for the year ended December 31, 2011.

Progress to Date

Management is currently in the process of completing the scoping and planning phase. A detailed diagnostic is currently underway to determine key areas of focus and impact. No decisions have been made to date regarding accounting policy selection. Management expects to complete planning as well as a detailed diagnostic by the end of 2009. This will include a narrative disclosure of the anticipated impacts of IFRS implementation on various financial statement balances.

Controls and Procedures

Disclosure Controls

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Company is accumulated and communicated to management as appropriate to allow timely decision making regarding required disclosure. The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have concluded, based on their evaluation of the effectiveness of the Company's disclosure controls and procedures, that these controls and procedures provide reasonable assurance that material information is made known to them by others within the Company. However, a control system, no matter how well conceived, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal Control Over Financial Reporting

Management is responsible for certifying the design of the Company's internal control over financial reporting ("ICFR") as required by Multilateral Instrument 52-109 – "Certification of Disclosure in Issuers Annual and Interim Filings". The Company's ICFR is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable Canadian generally accepted accounting principles ("GAAP"). ICFR should include those policies and procedures that:

• pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of assets;

• provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the Company's Board of Directors; and

• provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives due to its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to error, collusion, or improper override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis. It is possible to design into the financial reporting process safeguards to reduce, though not eliminate, this risk.

Management, including the CEO and CFO, has assessed the effectiveness of internal controls over financial reporting as of December 31, 2008 and concluded, subject to the limitations noted above, that the Company has sufficient controls to meet the requirements as stated above. The assessment was completed using the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO")

Changes in Internal Controls

Management has considered its system of internal controls in the context of the decreased size of the finance team following completion of the Transaction with IMG. Based on the complexity of the Company's operations, management has assessed that it has sufficient resources to continue to execute its system of internal controls as designed.

Other MD&A Requirements

All relevant information related to the Company is filed electronically at **www.sedar.com**.