

**Notice of  
Annual and Special Meeting of Shareholders  
& Management Information Circular**

**OREZONE**

**TSXV: ORE**

**Dated May 22, 2017**

**Orezone Gold Corporation  
Suite 201, 290 Picton Avenue  
Ottawa, Ontario  
Canada K1Z 8P8**

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## 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, Montreal Boardroom, 53rd Floor Commerce Court West, 199 Bay Street, Toronto, Ontario, M5L 1B9 on Wednesday June 21, 2017 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, 2016, 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, 2017 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 Company’s 2016 stock option plan as 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 15, 2017 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 19, 2017 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 22, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS OF OREZONE GOLD CORPORATION**

*”Patrick Downey”*

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**Patrick G. Downey**  
**Director, President & Chief Executive Officer**

**OREZONE GOLD CORPORATION**  
**("Orezone" or the "Company")**

290 Picton Avenue, Suite 201  
Ottawa, Ontario K1Z 8P8  
Tel: (613) 241-3699  
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**MANAGEMENT INFORMATION CIRCULAR**

**For the Annual and Special Meeting of Shareholders to be held on June 21, 2017**  
**(as at May 22, 2017, except as indicated)**

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**INFORMATION REGARDING ORGANIZATION AND CONDUCT OF MEETING**

**Solicitation of Proxies**

This Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of the Company for use at the Annual and Special Meeting of the holders of common shares ("Shares") of the Company (the "Meeting") to be held at the offices of Stikeman Elliott LLP, Montreal Boardroom, 53<sup>rd</sup> Floor Commerce Court West, 199 Bay Street, Toronto, Ontario, M5L 1B9 on June 21, 2017 at 4:30 p.m. EDT and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment(s) or postponement(s) thereof. The solicitation of proxies is expected to be primarily by mail, but may be supplemented by telephone, internet or other personal contact by directors of the Company. The cost of solicitation of proxies will be borne directly by the Company.

**Appointment of Proxies**

If your intention is not to be present in person at the Meeting, you are asked to complete and return the enclosed form of proxy. The form of proxy must be dated and executed by a registered shareholder or the attorney of such shareholder, duly authorized in writing, and deposited with **Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1** no later than 5:00 p.m. EDT two business days prior to the Meeting 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, or to the Secretary of the Company or Chairman of the Meeting at the time and place of the Meeting.

The persons designated in the form of proxy are directors or officers of the Company. **Each shareholder has the right to appoint a person to represent such shareholder at the Meeting, other than the persons designated in the form of proxy. A registered shareholder desiring to appoint some other person to represent such shareholder at the Meeting may do so by striking out the names of the persons designated and by inserting such other person's name in the blank space provided in the form of proxy or by submitting another appropriate form of proxy. A person acting as proxy need not be a shareholder of the Company.**

**Revocation of Proxies**

A registered shareholder giving a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either: (i) by delivering another properly executed proxy bearing a later date to **Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1** no later than 5:00 p.m. EDT on the last business day prior to the Meeting or, if the Meeting is adjourned or postponed, no later than 5:00 p.m. EDT on the last business day preceding the date to which the Meeting is adjourned or postponed, or to the

Secretary of the Company or Chairman of the Meeting at the time and place of the Meeting; or (ii) by depositing, either with Computershare Investor Services Inc. (the “**Transfer Agent**”) at the above mentioned address prior to the day of the Meeting or any adjournments or postponements thereof, or with the Secretary of the Company or Chairman of the Meeting at the time and place of the Meeting, or any adjournments or postponements thereof, an instrument in writing revoking the proxy and executed by the registered shareholder or by his attorney, duly authorized in writing. If the registered shareholder is a corporation, the instrument must be executed by a duly authorized officer under its corporate seal or accompanied by a corporate resolution authorizing the signature.

### **Voting of Shares Represented By Proxies**

If the enclosed form of proxy is properly completed and submitted in favour of the persons designated in the printed portion thereof, the shares represented by such form of proxy will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions of the shareholder and where the person whose proxy is solicited specifies a choice with respect to any matter identified therein, the shares shall be voted in accordance with the specification so made. **Where shareholders have not specified in the form of proxy the manner in which the designated proxy holders are required to vote the shares represented thereby as to any matter to be voted on, such shares will be voted on any ballot that may be called for in favour of such matter.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to matters other than those identified in the Notice of Meeting, which may properly come before the Meeting. As of the date hereof, the management of the Company is not aware that any such amendments, variations, or other matters are to be presented for action at the Meeting. **If any matters which are not now known to the management of the Company should properly come before the Meeting, then on any ballot that may be called for, the persons appointed as proxy will vote on such matters in a manner as such persons consider to be proper.**

### **Advice to Beneficial Shareholders**

Only Registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the shares (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds, registered education savings plans and similar plans), or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the intermediary is a participant. In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, Orezone will be distributing copies of the Notice of Meeting, this Circular, and the form of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and intermediaries for onward distribution to Non-Registered Holders. Orezone will pay for the cost of intermediaries to deliver the Meeting Materials to Non-Registered Holders who have objected to intermediaries disclosing their beneficial ownership information. Neither Orezone nor any of its subsidiaries will reimburse shareholders, nominees or agents for the costs incurred in obtaining authorization to execute forms of proxy from their principals or beneficial owners.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders who have not waived the right to receive the Meeting Materials. These Non-Registered Holders will either:

- (i) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered

Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to the Transfer Agent as set out above; or

- (ii) more typically, be given a form which, when properly completed and signed by the Non-Registered Holder and returned to the intermediary or its service company, will constitute voting instructions (often called a "voting information form") which the intermediary must follow.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives the form of proxy or voting instruction form wish to vote at the Meeting in person, the Non-Registered Holder should strike out the persons named in the form of proxy and insert the Non-Registered Holder's name in the blank space provided or following the instructions in the voting instruction form. In either case, Non-Registered Holders should carefully follow the instructions of their intermediary, including those regarding when and where the form of proxy or proxy authorization form is to be delivered.

If you receive either a proxy or a voting instruction form and wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), you should strike out the names of the persons named in the proxy and insert yours (or such other person's name) in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. **In either case, please carefully follow the instructions of your broker, nominee or other service company.**

**Record Date**

The Company has set May 15, 2017 as the record date for notice of the Meeting and for voting. Only shareholders of record as at that date are entitled to receive notice of and vote at the Meeting, subject to the provisions of the *Canada Business Corporations Act*. Nevertheless, failure to receive the notice does not revoke the shareholder's right to vote at the Meeting.

**Authorized Capital, Voting Shares and Principal Holders**

The authorized capital of the Company consists of an unlimited number of Shares, of which 154,050,364 Shares are issued and outstanding as at the date hereof. Each issued and outstanding Share is entitled to one vote. Only persons who are shareholders of record at 4:00 p.m. EDT on May 15, 2017 will be entitled to attend and vote at the Meeting, in person or by proxy.

As at the date hereof, to the knowledge of the management and directors of the Company, no persons or companies individually beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the voting rights attached to all outstanding Shares other than:

Person or Company	Number of Shares Owned, or Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Sun Valley Gold LLC	25,337,533	16.45%
Mason Hill Advisors LLC	15,411,002	10.00%

**Financial Statements**

The audited financial statements of the Company as at and for the fiscal year ended December 31, 2016, and the accompanying management's discussion and analysis ("**MD&A**"), were filed on SEDAR on April 7, 2017. **The form of proxy includes an election to continue to receive the interim and/or annual financial statements and MD&A for 2017 and subsequent fiscal years.**

## **ANNUAL BUSINESS OF THE MEETING**

### **Presentation of Financial Statements**

The audited financial statements of the Company as at and for the fiscal year ended December 31, 2016, together with the auditors' report thereon will be placed before the shareholders of the Company. Copies of such statements are available on SEDAR at [www.sedar.com](http://www.sedar.com) and will also be made available at the Meeting.

### **Election of the Directors**

The articles of the Company provide for a minimum of three and a maximum of ten directors. The Corporate Governance, Compensation and Nomination Committee reviewed the list of nominees for directors for the upcoming year and recommended that the Board of Directors approve the nominees. The Board of Directors passed a resolution to approve the list of nominees and fixed the number of directors to be elected at the Meeting at six. The persons designated in the enclosed form of proxy intend to vote for the election, as directors of the Company, of the nominees whose names are set forth below. Management does not contemplate that any nominee will be unable or unwilling to serve as a director, but if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy have the authority to vote for another nominee at their discretion. Each director elected will hold office until the next annual general meeting or until a successor is duly elected or appointed, unless his office is earlier vacated in accordance with the by-laws of the Company.

Unless such authority is withheld, the persons named in the accompanying proxy will vote **FOR** the election of the nominees whose names are set forth below.

### **Majority Voting Policy**

The Board of Directors has adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" his election as a director will tender his resignation to the Board of Directors promptly following the shareholders' meeting. The Corporate Governance, Compensation and Nomination Committee will consider the offer of resignation and will make a recommendation to the Board of Directors on whether to accept it. The Board of Directors will make its final decision and announce this decision in a press release within ninety days following the Meeting. A director who tenders his resignation pursuant to this policy will not participate in any meeting of the Board of Directors or the Corporate Governance, Compensation and Nomination Committee at which the resignation is considered.

### **Director Nominees**

The following table sets forth the names of the nominees, province and country of residence, their respective principal occupation, the date they became a director and the number of shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as at the date hereof based upon information furnished by the person concerned and is as of the date of this Circular.

Name, Office Held and Residence	Director Since	Shares Beneficially Owned, Directly or Indirectly or Shares Over Which Control is Exercised	Number of Options to Purchase Common Shares of the Company Held	Principal Occupation
<b>Patrick Downey</b> <sup>(1)(6)</sup> President, Chief Executive Officer and Director North Vancouver, British Columbia, Canada	April 5, 2011	760,700	425,000	President and Chief Executive Officer of the Company
<b>Keith Peck</b> <sup>(1) (2)</sup> Non-Executive Chairman, Vancouver, British Columbia, Canada	May 27, 2011	1,031,800	425,000	Chairman and Chief Executive Officer of Lincoln Peck Financial Inc.
<b>Michael Halvorson</b> <sup>(2)(3)</sup> Director Edmonton, Alberta, Canada	February 24, 2009	3,004,518	875,000	President of Halcorp Capital Ltd. (private investment corporation)
<b>Ronald Batt</b> <sup>(1)(4)</sup> Director, Ottawa, Ontario, Canada	May 23, 2013	400,000	475,000	Retired Senior Partner of Ernst & Young LLP
<b>Joseph Conway</b> <sup>(2) (5)</sup> Director, Toronto, Ontario, Canada	October 13. 2014	633,333	375,000	Executive Vice Chairman Primero Mining Corporation

- (1) Member of the Audit Committee
- (2) Member of the Corporate Governance, Compensation and Nomination Committee
- (3) Chair of the Corporate Governance, Compensation and Nomination Committee
- (4) Chair of the Audit Committee
- (5) Mr. Conway joined the Corporate Governance, Compensation and Nomination Committee on April 6, 2017 replacing Mr. Downey
- (6) President and Chief Executive Officer as of May 22, 2017

**Patrick Downey** has over 30 years of international experience in the resource industry. Mr. Downey held the position of President, Chief Executive Officer and Director for Elgin Mining Inc. prior to its acquisition by Mandalay Resources Inc., Aura Minerals Inc. and previously Viceroy Exploration Ltd. before its acquisition by Yamana Gold Inc. in 2006 for \$600 million. Mr. Downey also served as President of Consolidated Trillion Resources Ltd. and Oliver Gold Corporation, where he negotiated their successful merger to form Canico Resource Corp., which was purchased by CVRD in 2006 for over \$800 million. He has held numerous senior engineering positions at several large-scale gold mining operations and has also held operating positions at several mining projects for Anglo American Corporation in South Africa. Mr. Downey holds a Bachelor of Science (Honours) degree in Engineering from Queen's University in Belfast, Ireland.

**Michael Halvorson** has been involved in various aspects of the securities industry since 1967. Since 1980, he has been the President of Halcorp Capital Ltd., a private investment corporation. Notable past directorships include Novus Energy Inc., Gentry Resources Ltd., Western Silver Inc., Fission Energy Corporation, Strathmore Minerals Corporation, Viceroy Exploration Ltd., Esperanza Resources Corp. and Pediment Gold Corporation.

**Keith Peck** is Chairman and Chief Executive Officer of Lincoln Peck Financial Inc., a financial advisory firm focused on the resource sector. He has over 30 years of investment banking experience. Mr. Peck has a broad business background that includes financings in public and private markets, mergers and acquisitions, corporate restructurings, business valuations and expert financial testimony. Mr. Peck was a

founder of Centenario Copper Corporation, a Chilean copper company which was acquired by Quadra Mining Ltd. in 2009. He has a BA in Economics from Princeton University and is a Chartered Business Valuator (CBV).

**Ronald Batt** is a Chartered Professional Accountant and a retired Senior Partner with Ernst & Young LLP. Mr. Batt has over 35 years of public accounting experience and for a number of years, managed Ernst & Young's Ottawa tax practice of over 50 professionals. He has advised many of the largest Ottawa based public companies. Mr. Batt has extensive experience in cross border tax issues, international structures, mergers and acquisitions and other corporate reorganizations. He has advised companies on establishing and implementing the appropriate controls over financial reporting to comply with the rules established by the Canadian and US securities commissions. He has also served on the Board of Directors of several associations and organizations.

**Joseph Conway** became Primero Mining's Executive Vice Chairman on January 31, 2016 after serving as Chief Executive Officer from June 2010. Mr. Conway has 30 years of mining and financial industry experience. He was most recently President and CEO of IAMGOLD Corporation, having grown it from a \$50 million joint venture company to a \$6 billion leading intermediate gold producer. Mr. Conway has a B.Sc. from Memorial University of Newfoundland (1981), and an MBA from Dalhousie University (1987). He was a mine and exploration geologist from 1981 to 1985. After completing his MBA in 1987, he joined Walwyn Stodgell Cochran and Murray as a stock analyst from 1987 to 1989. From 1989 to 1995, he was a Vice President and Director with Nesbitt Burns, a Canadian investment dealer. From September 1995 to January 2003, Mr. Conway was President, CEO and Director of Repadre Capital Corporation.

#### **Corporate Cease Trading Orders or Bankruptcies**

To the knowledge of the Company, none of the proposed nominees for election as directors of the Company and no executive officer of the Company is, as of the date hereof, or has been within the ten years prior to the date hereof, a director or executive officer of any company (including the Company), that while that person was acting in that capacity:

- was the subject of a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, except that Mr. Downey was a director of Sutcliffe Resources Inc. (now "Zoloto Resources Ltd.") from April 2007 to November 2008. On May 14, 2008, Zoloto Resources Ltd. was issued a cease trade order by the British Columbia Securities Commission for failure to file financial statements and MD&A for the financial year ended December 31, 2007. The cease trade order was revoked on July 8, 2008;
- was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director or executive officer in the company being the subject to such an order and which resulted from an event that occurred while the person was acting in the capacity as director or executive officer;
- was, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **Penalties or Sanctions**

To the knowledge of the Company, none of the proposed nominees for election as directors of the Company and no executive officer of the Company has:

- been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
- been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

### **Personal Bankruptcies**

To the knowledge of the Company, none of the proposed nominees for election as directors of the Company and no executive officer of the Company, or a personal holding company of any such persons has, within ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

### **Appointment of Auditors**

Management of the Company proposes that Deloitte LLP (“**Deloitte**”) be appointed as auditors of the Company until the close of the next annual general meeting of shareholders, and that the directors be authorized to fix their remuneration. Deloitte was initially appointed as auditors of the Company for the fiscal year ended December 31, 2009.

**Unless such authority is withheld, the persons named in the accompanying proxy will vote FOR the appointment of Deloitte as auditors of the Company, and FOR authorizing the Board of Directors to fix their remuneration.** Deloitte will hold office until the close of the next annual general meeting of shareholders or until their successors are appointed.

### **Audit Committee and Relationship with Auditor**

National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Company’s audit committee has various responsibilities as set forth in NI 52-110, among such responsibilities being a requirement that the audit committee establish a written charter that set out its mandate and responsibilities.

**The Audit Committee’s Charter**

The Company’s Audit Committee Charter was adopted by the Board of Directors and is attached as Appendix B.

**Composition of the Audit Committee**

For the fiscal year ended December 31, 2016, the Audit Committee was comprised of Mr. Ronald Batt (Chairman), Mr. Patrick Downey and Mr. Keith Peck. The mandate of the audit committee is to assist the board of directors in fulfilling its financial oversight responsibilities with respect to ensuring the quality and integrity of:

- (i) financial reports and other financial information provided by the Company to regulatory authorities and shareholders;
- (ii) the Company’s systems of internal controls regarding finance and accounting;
- (iii) the Company’s auditing, accounting and financial reporting processes;
- (iv) the Company’s compliance with legal and regulatory requirements; and
- (v) the Company’s compliance with corporate policies and procedures.

The roles and responsibilities of the Audit Committee include but not limited to:

- (i) review the Company’s Annual and Interim Financial Statements, the Annual and Interim Management Discussion and Analysis, and Annual Information Form prior to public disclosure;
- (ii) recommend the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors; and
- (iii) review annually the performance and independence of the external auditors;

The Audit Committee members, of which a majority are independent directors, hold four (4) regularly scheduled meetings throughout the year. Additional Audit Committee meetings with representatives of the Company’s management are held on an ad hoc basis if required during the year. As a minimum, representatives of Deloitte, the Company’s current auditors, attend the year end meeting.

The following table identifies the members of the Audit Committee as at the date hereof and whether they are independent and financially literate as defined by NI 52-110:

<b>Audit Committee Member</b>	<b>Independence Status</b>	<b>Financial Literacy</b>
Ronald Batt	Independent	Financially Literate
Patrick Downey	Not independent <sup>1</sup>	Financially Literate
Keith Peck	Independent	Financially Literate

<sup>1</sup> Was independent until February 1, 2017, at which point he was appointed Executive Chairman of the Company and therefore no longer met the definition set forth in NI 52-110. Mr. Downey was subsequently appointed President and Chief Executive Officer of the Company on May 22, 2017.

**Relevant Education and Experience**

For information on the education and experience of the members of the audit committee, please see details under the heading of “Director Nominees” referred to herein.

**External Auditor Service Fees**

The aggregate fees (in US\$) billed in respect of the last two fiscal years to the Company by Deloitte, its external auditors, for audit and other fees are as follows:

Year Ended	Audit Fees <sup>1, 2</sup>	Audit related fees	Tax Fees	All Other Fees	Total Fees
December 31, 2016	\$54,970	\$9,360	--	\$23,696 <sup>3</sup>	\$88,026
December 31, 2015	\$61,812	\$25,144	--	--	\$86,956

*1 Audit Fees include the aggregate professional fees paid to Deloitte for the audit of the annual consolidated financial statements and other regulatory audits and filings.*

*2 Includes the standard administration fee on all services provided.*

*3 Relates to work done on the prospectus financing that was completed in July 2016.*

**Pre-Approval Policies and Procedures**

All services to be performed by the Company’s independent auditor must be approved in advance by the audit committee. The audit committee considers whether the provision of services other than audit services is compatible with maintaining the auditors’ independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the external auditor, other than any de minimus non-audit services allowed by applicable law or regulation.

**Exemption**

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a “venture issuer”, is not required to comply with Part 5 (Reporting Obligations) of NI 52-110.

**CORPORATE GOVERNANCE PRACTICES**

The following provides information with respect to the Company’s compliance with the corporate governance requirements of the Canadian Securities Administrators set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)*.

**Board of Directors**

As of May 22, 2017, The Board is currently composed of five (5) directors. The Board considers a director to be independent if the director meets the definition of the independence set forth in NI 52-110 and if the director has no direct or indirect material relationship with the Company which, in the view of the Board, could reasonably be perceived to materially interfere with the exercise of the director’s independent judgement.

Four (4) current directors are deemed to be independent and one (1) director is deemed to not be independent as follows:

Director	Independence Status	Basis for determination of independence status
Patrick Downey	Not independent	Holds the position of President and Chief Executive Officer of the Company and therefore does not meet the definition set forth in NI 52-110
Michael Halvorson	Independent	No direct or indirect material relationship with the Company and therefore meets the definition set forth in NI 52-110
Ronald Batt	Independent	No direct or indirect material relationship with the Company and therefore meets the definition set forth in NI 52-110
Joseph Conway	Independent	No direct or indirect material relationship with the Company and therefore meets the definition set forth in NI 52-110
Keith Peck	Independent	No direct or indirect material relationship with the Company and therefore meets the definition set forth in NI 52-110

The Board facilitates its independent supervision over management of the Company by holding periodic meetings of the Board to approve various appropriate matters and discuss the business and operations of the Company. The Board has free access to the Company's external auditor and to any of the Company's officers. Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

#### Other Directorships

In addition to their positions on the Board, as of May 22, 2017 the following directors also serve as directors to the following reporting issuers:

Director	Position	Reporting Issuer
Joseph Conway	Executive Vice Chairman	Primero Mining Corporation (TSX: P)
Patrick Downey	Director	Victoria Gold Corp. (TSXV: VIT) Dalradian Resources Inc. (TSX: DNA) Pan Global Resources Inc. (TSXV: PGZ) GFG Resources Inc. (TSXV: GFG)
Keith Peck	Director	Bluestone Resources Inc.

#### Orientation and Continuing Education

The Board does not have formal policies with respect to the orientation and continuing education of directors. New directors are provided with information about the duties and obligations of directors, the business and operations of the Company, technical documentation and material from recent Board meetings. There are also opportunities for new and current directors to meet and have discussions with senior management in order to better understand the Company's business.

In addition, management of the Company takes steps to ensure that its directors and officers are regularly updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX Venture Exchange (the “**TSXV**”) to receive updates of any of those policies. Any such changes or new requirements are then brought to the attention of the Company’s directors either by way of director or committee meetings or by direct communications from management to the directors.

### **Ethical Business Conduct**

The Company’s Code of Business Conduct and Ethics & Anti-Corruption Policy can be viewed on the Company’s website or a copy can be obtained by contacting the Company. Each employee is provided a copy of the Code of Business Conduct and Ethics & Anti-Corruption Policy and must read and sign the document. The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations in all jurisdictions in which the Company conducts business; providing guidance to directors, officers and employees to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct. The Company has also instituted a “whistleblower” program whereby infractions can be reported to the Chair of the Audit Committee. This policy has been distributed to employees and can be viewed on the Company’s website.

Any director or officer that has a material interest in a transaction or agreement that is being considered by the Company is required to declare a conflict of interest and is excluded from voting and from the decision making process with respect to that issue.

### **Nomination of Directors**

The Corporate Governance, Compensation and Nomination Committee is responsible for recruiting and reviewing potential nominees for independent directors for the Company to ensure appropriate skill and experience levels. The Committee provides its recommendation to the Board and the Board of Directors as a whole, which currently consists of four independent directors and one non-independent director, reviews and, if found acceptable, approves the recommendation.

The Committee assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mineral exploration industry are consulted for possible candidates.

### **Corporate Governance, Compensation and Nomination Committee**

The Company’s Corporate Governance, Compensation and Nomination Committee during 2016 consisted of Mr. Halvorson (Chair), Mr. Downey and Mr. Peck, all of whom were independent directors during 2016. On April 6, 2017 Mr. Conway, an independent director, joined the committee replacing Mr. Downey who became the Executive Chairman on February 1<sup>st</sup>, 2017 and was subsequently appointed President and Chief Executive Officer of the Company on May 22, 2017. In determining compensation levels for directors and officers, the Corporate Governance, Compensation and Nomination Committee assesses the experience and qualifications of the individuals involved. This includes reviewing industry standards for companies at a comparable stage of development and evaluating these factors in light of corporate resources, objectives and performance. The committee then makes a recommendation to the full Board with respect to salaries, bonuses and directors’ fees and the full Board makes the final decision with all conflicts declared in advance.

For the year ended December 31, 2016 the Company did not use any consultants or advisors to assist with determining compensation, however, in January 2017 the Corporate Governance, Compensation and Nomination Committee engaged Lane Caputo Compensation Inc. (“Lane Caputo”) to provide an

independent, third party analysis of the compensation levels and practices for the company's senior executive team as well as the compensation for the Board of Directors for 2017.

The Corporate Governance, Compensation and Nomination Committee is also responsible for monitoring the Company's Code of Business Conduct and Ethics and Board Mandate, for reviewing the Board's performance and related party transactions, and for engaging outside consultants when deemed necessary.

The Board of Directors held seven meetings and used consent resolutions nine times in 2016. During the year, a number of informal discussions were held between management and the Board of Directors and between Board members themselves, and some resolutions were passed through the use of unanimous consent resolutions. Below are details regarding director attendance at Board and committee meetings held during the year ended December 31, 2016.

<b>Director</b>	<b>Board Meetings</b>	<b>Audit Committee Meetings</b>	<b>Corporate Governance, Compensation and Nomination Committee Meetings</b>
Ronald Little	7 of 7	--	--
Michael Halvorson	7 of 7	--	2 of 2
Patrick Downey	7 of 7	4 of 4	2 of 2
Keith Peck	7 of 7	4 of 4	2 of 2
Ronald Batt	7 of 7	4 of 4	--
Joseph Conway	5 of 7	--	--

**Assessments**

The Company has a relatively small Board which provides the opportunity for all directors to actively interact and to become familiar with one another. The Board, its committees and its individual directors are assessed regularly, and at a minimum on an annual basis as to their effectiveness and contribution. The Board, with the assistance of the Corporate Governance, Compensation and Nomination Committee, monitors, assesses and reviews the performance and effectiveness of the Board and its individual directors. Assessments are determined by examining a number of factors, including attendance at and participation at meetings, meeting preparedness, ability to communicate ideas clearly and overall contribution to effective Board performance.

## SPECIAL BUSINESS OF THE MEETING

### Company's Option Plan Approval

Pursuant to Policy 4.4 of the Corporate Finance Manual of the TSX Venture Exchange ("TSXV") (the "Option Policy"), the Company is permitted to maintain a "rolling" stock option plan (the "**2016 Plan**") which reserves a percentage of the issued and outstanding shares of the Company for issuance under the 2016 Plan. The 2016 Plan was previously approved by shareholders of the Company at a meeting duly held on June 22, 2016. In accordance with the Option Policy, rolling stock option plans must be approved by the shareholders on an annual basis. The Company also maintains the 2009 Stock Option Plan (the "2009 Plan"), which was adopted when the Company was listed on the TSX. No new stock options can be granted under the 2009 Plan. As of the date of this Circular there were 7,512,900 options granted and outstanding under the 2009 Plan. The number of shares reserved for issuance under the 2009 Plan and the 2016 Plan combined shall not exceed 10% of the Company's issued and outstanding common shares on a non-diluted basis. At the Meeting, Shareholders will be asked to consider, and, if deemed appropriate, to approve, with or without variation, an ordinary resolution (the "**Option Resolution**"), the full text of which is reproduced in Appendix "A" to this Circular, approving and confirming the Company's 2016 Plan, and any unallocated options thereunder.

The purpose of the 2016 Plan is to assist the Company in attracting, retaining and motivating directors, officers and employees of the Company and to closely align the personal interests of such directors, officers and employees with the interests of the Company and its shareholders. Options granted under the 2016 Plan are non-assignable and may be granted for a term not exceeding ten years. A summary of the material terms of the 2016 Plan follows:

- a) the 2016 Plan is administered by the Company's Board of Directors, or if the Board so designates, a Committee of the Board appointed in accordance with the 2016 Plan to administer the 2016 Plan;
- b) the maximum number of shares which may be issued under options granted under the 2016 Plan at any given time, together with the shares reserved for issuance under all other stock option plans of the Company, is equivalent to 10% of the issued and outstanding shares of the Company at that time;
- c) options shall be granted only to directors, employees or consultants of the Company ("**Eligible Participants**") or to a registered retirement savings plan established and controlled by an Eligible Participant and provided that in each case, the Eligible Participant is an Eligible Participant at the time of the grant;
- d) options may not be granted at prices that are less than the Discounted Market Price as defined in the TSXV policies which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the TSXV before the date of grant, less a discount ranging from 15% to 25%, depending on the trading value of the Company's shares;
- e) Subject to the Board's discretion, if any Eligible Participant ceases to be an Eligible Participant, for any reason, other than for cause or death, he or she may exercise any option issued under the 2016 Plan that is then exercisable, but only within the period that is 30 days from the date he or she ceases to be an Eligible Participant;
- f) options granted under the 2016 Plan shall not be granted for a term exceeding ten years' subject to the extension for blackout periods;
- g) an option granted under the 2016 Plan will terminate on the earlier of one year following the death of the optionee and the option's regular expiry date; the Board may extend the period of time within which an option held by an Eligible Participant who has ceased to be an Eligible Participant may be exercised, but such extension shall not be granted beyond the original expiry date of the option;

- h) no one person may receive options representing more than 5% of the issued and outstanding Shares in any 12-month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the issued and outstanding Shares in any 12 month period;
- i) the Board has the authority to amend the terms of the 2016 Plan, subject to the approval of the TSXV and, if required, the approval of the shareholders of the Company;
- j) in the event of a take-over bid the Board will have the sole discretion to amend, abridge or otherwise eliminate any vesting terms, conditions or schedule so that despite the other terms of the 2016 Plan, any options granted under the 2016 Plan may be exercised in whole or in part by Eligible Participants so as to permit Eligible Participants to tender the shares received upon the exercise of options pursuant to the offer; and
- k) in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board of Directors shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

The approval of the shareholders is required in order to approve and confirm the Company's 2016 Plan. To be adopted, the Option Resolution needs to be approved by a majority of the votes cast at the Meeting by proxy or in person. The Board of Directors recommends that shareholders vote in favour of the Option Resolution.

**If you do not specify how you want your shares voted, the persons named in the accompanying proxy will vote FOR the adoption of the Option Resolution authorizing the approval and confirmation to the Company's 2016 Plan.**

## OTHER BUSINESS OF THE MEETING

Management is not aware of any amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting, other than those mentioned in said Notice. If, however, any other matters properly came before the Meeting, the persons designated in the accompanying form of proxy shall vote on such matters in accordance with their best judgment under the discretionary authority conferred on them by the proxy with respect to such matters.

## STATEMENT OF EXECUTIVE COMPENSATION

### **Compensation Discussion and Analysis**

#### **Definitions**

For the purpose of this section:

**"Chief Executive Officer"** or **"CEO"** means each individual who served as Chief Executive Officer or acted in a similar capacity during the most recently completed fiscal year;

**"Chairman"** of the Company means the individual who served as chairman of the Corporation during the most recently completed fiscal year;

**"Chief Financial Officer"** or **"CFO"** means each individual who served as Chief Financial Officer or acted in a similar capacity during the most recently completed fiscal year;

**“Executive Officer”** means, with respect to the Company, including any of its subsidiaries, an individual who is:

- (a) a chair, vice-chair or president,
- (b) a vice-president in charge of a principal business unit, division or function including, sales, finance or production, or
- (c) performing a policy-making function in respect of the Company or a subsidiary;

**“Named Executive Officers” or “NEOs”** means the following individuals:

- (a) each CEO;
- (b) each CFO;
- (c) each of the three most highly compensated Executive Officers, other than the CEO and CFO, who were serving as Executive Officers at the end of the most recently completed fiscal year and whose total compensation exceeds CAD \$150,000; and
- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer at the end of the most recently completed fiscal year-end.

**“Closing market price”** is defined as the price at which the company's security was last sold, on the applicable date, in the security's principal marketplace in Canada;

**“Options”** includes all options, share purchase warrants and rights granted by the Company or subsidiary of the Company as compensation for employment services or office. An extension of an option or replacement grant is a grant of a new option. Also, options include any grants made to a NEO by a third party or a non-subsidiary affiliate in respect of services provided to the Company or a subsidiary of the Company;

**“Plan”** includes, but is not limited to, any arrangement, whether or not set forth in any formal document and whether or not applicable to only one individual, under which cash, securities, restrictions on resale, performance units and performance shares, or similar instruments may be received or purchased. It excludes the Canada Pension Plan, similar government Plans and group life, health, hospitalization, medical reimbursement and relocation plans that are available generally to all salaried employees (for example) and do not discriminate in scope, terms or operation in favour of NEOs or directors.

### **Compensation Committee Composition and Process**

The Corporate Governance, Compensation and Nomination Committee (the **“Committee”**) reviews the Company's executive compensation and stock option policies and the compensation paid to the Chief Executive Officer and other Executive Officers of the Company. The Committee reports to the Board of Directors in its entirety for final approval. The committee also reviews the design and competitiveness of the Company's compensation, stock option and benefit programs generally.

The compensation of Executive Officers is composed of three main elements: base salary, potential bonuses and equity participation through the allocation of incentive stock options. The Committee establishes the levels of remuneration taking into consideration the level of expertise of the Executive Officer, length of service to the Company, responsibilities related to the position, individual's performance and salaries paid for similar executive positions of other companies of comparable size and at a similar stage of development. The Committee considers implications of the risks associated with the Company's compensation policies and practices as part of its responsibilities to establish and review the compensation policies and practices of the Company. **The Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company.**

The Company's executive compensation program and stock options are administered by the Committee, made up of independent members of the Board of Directors. The members of the Committee for 2016 included Mr. Halvorson, Mr. Downey, and Mr. Peck. On April 6, 2017 Mr. Conway joined the committee replacing Mr. Downey who became the Executive Chairman on February 1<sup>st</sup>, 2017 and was subsequently appointed President and Chief Executive Officer of the Company on May 22, 2017. Each member of the Committee has been in a senior leadership position in various organizations, and in those capacities

obtained direct experience relevant to executive compensation, and have the skills and experience that enable the Committee to make decisions on the suitability of the Company's compensation policies and practices.

The Committee meets at least once per year, or more frequently as required. The Chairman of the committee reports to the Board of Directors on the Committee's operations at regularly scheduled Board meetings. The Committee also reviews and approves the executive compensation disclosure included in the management proxy circular. The Committee is granted open access to information about the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees are directed to cooperate as requested by its members.

### **Compensation Objectives and Goals**

#### *Objective of Compensation Program*

The Company's compensation program is designed to attract, retain and motivate highly qualified Executive Officers, while at the same time promoting an alignment of interests between such Executive Officers and the Company's shareholders.

The Company is an exploration stage mining company and as such will not be generating revenues from operations for a period of time. As a result, the use of traditional performance standards, such as revenue and corporate profitability, are not currently considered by the Committee to be appropriate in the evaluation of corporate or NEO performance. The compensation of the senior officers is based, in substantial part, on industry compensation practices, trends in the mining industry as well as achievement of the Company's business plans. As the Company continues to develop and mature, the Committee will commission an established company with expertise in salary surveys to complete a full review of its executive compensation.

#### *Elements of Compensation Program*

The Company's compensation program is comprised of base salary, annual incentive compensation and stock option awards. The Committee reviews each component of compensation for each officer and makes compensation recommendations to the Board. In evaluating each Executive Officer, the committee considers among other things, the recommendations of the CEO. The Board of Directors reviews the recommendations and has complete discretion over the final amount and composition of each Executive Officer's compensation.

#### *Base Salary*

The primary element of the Company's compensation program is base salary. The Company's view is that a competitive base salary is a necessary element for attracting and retaining qualified Executive Officers. The amount payable to an Executive Officer as base salary is determined primarily by the level of responsibility and the importance of the position to the Company, and the range of salaries offered by comparable companies in a similar stage of development within the mining industry (see discussion below under heading "Comparator Group"). Generally, the Company's policy is to set base salaries in the range of the 25<sup>th</sup> to 75<sup>th</sup> percentile of salaries paid to Executives in the comparator group with similar experience and responsibilities. After consideration of all of these factors, and taking into account that executives were being paid below the median for the past years, the Compensation Committee recommended an increase in executive base salaries for 2017 in order to bring them into line with the median salary for the comparator group companies.

*Comparator Group*

The Company's compensation program was developed with the objective of providing compensation that is competitive with that offered by comparable companies in the mineral exploration and mining industries. Annual total cash compensation for the senior executives of the Company are well below the average of the comparator group for the last two years. The comparator group used for 2016 comprised of the following companies: Aureus Mining Corp., Balmoral Resources Ltd., Belo Sun Mining Corp., Claude Resources Inc., Dalradian Resources Inc., Exeter Resources Corp., Falco Resources, Goldrock Mines Corp., Gryphon Minerals Inc., International Tower Hill Mines Ltd., Kaminak Gold Corp., Lydian International Ltd., Midas Gold Corp., Oban Mining Corp., Pilot Gold Inc., Red Eagle Mining Corp., Roxgold Inc., Sabina Gold and Silver Corp., True Gold Mining Inc., Victoria Gold Corp. and Western Copper and Gold Corp. The companies in the comparator group were chosen based on having one or more of the following criteria: exploration stage, identified resources, and similarities in types of gold deposits. The benchmark relied upon consists of salary, stock options and annual incentive compensation payments.

*Annual Incentive Compensation*

An annual incentive is a short-term variable element of compensation that may reward an Executive Officer for corporate and/or individual performance and is typically determined with reference to pre-set corporate and/or individual performance objectives. Annual incentives are awarded up to the targeted percentage ranges on the basis of the achievement and/or over-achievement of pre-set corporate and personal objectives for the year. These may include both quantitative and qualitative objectives for both the Company and the individual Executive Officer. The payment of a bonus in a particular year is discretionary and based on evaluation by the Committee against pre-set objectives as described. On the recommendation of the Committee, all bonuses are approved by the full Board of Directors. The table below sets out the target incentive bonus ranges for each NEO:

NEO	Title	Range
Ronald Little	President & CEO	35 to 55%
Pascal Marquis	Senior VP Exploration	30 to 50%
Tim Miller	COO	30 to 50%
Joseph McCoy	CFO & Corporate Secretary	25 to 45%

\* The lower end of the range is based on satisfactory personal performance and meeting objectives with the remainder based on satisfactory market performance. The executives would normally receive the lower end of the range for satisfactory performance, however they have agreed to forgo bonus compensation until market conditions improve and the Company's financial position improves.

\* Market performance will be based on Orezone's share price performance during the relevant period relative to the S&P/TSX Global Gold Index, as well as the S&P/TSX Composite Index performance for the period.

\* The entire bonus can be increased by up to 100% at the discretion of the Compensation Committee based on outstanding market performance.

The Board did not approve any annual incentives for the 2016 fiscal year.

*Option-Based Awards*

The Committee is mandated to review and make recommendations to the Board regarding the remuneration of Executive Officers, the granting of stock options to directors, Executive Officers and key employees and service providers of the Company and the remuneration and compensation policies, including the current 2016 Plan (as defined below).

The grant of stock options to NEOs and employees is determined by the Board of Directors. The role of the Committee is to recommend for approval by the full Board, stock option awards to be granted on a periodic basis. The NEOs also play a role in administering the 2016 Plan, in that they recommend to the Committee for approval, stock-based compensation awards for non-executive employees, advisors and consultants.

The current 2016 Plan provides for the grant of stock options to directors, Executive Officers and key employees, advisors and consultants of the Company and its subsidiaries for the purpose of advancing the interests of the Company and its shareholders through the motivation, attraction and retention of these individuals.

Individual grants are determined by an assessment of the individual's current and expected future performance, level of responsibilities, the importance of his or her position and contribution to the Company, and previous option grants and exercise prices.

The NEOs and the directors are, under the terms of the Company's Insider Trading Policy, prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of shares, including shares granted as or underlying share-based compensation or otherwise held directly or indirectly by an NEO or a director.

### Report on Executive Compensation

The table below sets forth information concerning the annual and long-term compensation earned during the last three fiscal years in respect of the individuals meeting the definition of NEOs at December 31, 2016.

### Executive Compensation Table

Name and Principal Position <sup>1</sup>	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards <sup>7</sup> (\$)	Non-Equity Incentive Plan Compensation (\$)		All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans		
<b>Ronald Little</b> <sup>2</sup> President and Chief Executive Officer	2016	151,100	Nil	24,784	Nil	Nil	Nil	175,884
	2015	215,408	Nil	Nil	Nil	Nil	Nil	215,408
	2014	249,095	Nil	77,059	Nil	Nil	Nil	326,154
<b>Pascal Marquis</b> <sup>3</sup> Senior Vice President Exploration	2016	151,100	Nil	24,784	Nil	Nil	Nil	175,884
	2015	215,408	Nil	Nil	Nil	Nil	Nil	215,408
	2014	249,095	Nil	77,059	Nil	Nil	Nil	326,154
<b>Tim Miller</b> <sup>4</sup> Chief Operating Officer	2016	164,282	Nil	15,490	Nil	Nil	Nil	179,772
	2015	210,956	Nil	Nil	Nil	Nil	Nil	210,956
	2014	145,191	Nil	107,873	Nil	Nil	Nil	253,064
<b>Joseph McCoy</b> <sup>5</sup> Chief Financial Officer and Corporate Secretary	2016	124,658	Nil	21,686	Nil	Nil	Nil	146,344
	2015	129,245	Nil	Nil	Nil	Nil	Nil	129,245
	2014	140,115	Nil	5,779	Nil	Nil	Nil	145,894

1 All NEOs, with the exception of Tim Miller receive their compensation in Canadian dollars. The compensation has been converted into US dollars using an average CAD/USD rate of 0.9058 for the period January 1, 2015 to December 31, 2015, 0.7833 for the period January 1, 2015 to December 31, 2015 and 0.7555 for the period January 1, 2016 to December 31, 2016.

2 Mr. Little does not receive any compensation for his services as a director. Effective January 1, 2016 Mr. Little voluntarily reduced his annual base salary to CAD \$200,000 ("Adjusted Salary") from CAD \$350,000 ("Base Salary").

3 Effective January 1, 2016 Mr. Marquis voluntarily reduced his annual base salary to CAD \$200,000 ("Adjusted Salary") from CAD \$325,000 ("Base Salary").

4 From October 26, 2015 to June 30, 2016 Mr. Miller agreed to reduce his availability to the Company to two days per week. Mr. Miller joined the Company on May 20, 2014 and his annual base salary is USD \$235,000 based on 90% availability of his business time to the Company. He was awarded 300,000 Options that were estimated on the grant date using the Black-Scholes option valuation model, using the weighted average assumptions of: Expected option life – 4 years, Volatility – 84%, Risk-free interest rate – 1.44% and Dividend yield – 0% and a CAD/USD rate of 0.9213.

- 5 Mr. McCoy was appointed Chief Financial Officer on December 1, 2015. Mr. McCoy served as Vice President Administration and Corporate Secretary from January 12, 2011 to November 30, 2015 and was the Chief Financial Officer from October 5, 2010 to January 11, 2011.
- 6 The fair value of Options awarded during 2014, with the exception of those granted to Mr. Miller, was estimated on the grant date using the Black-Scholes option valuation model, using the weighted average assumptions of: Expected option life – 4 years, Volatility – 84%, Risk-free interest rate – 1.62% and Dividend yield – 0% and a CAD/USD rate of 0.8952.
- 7 The fair value of Options awarded during 2016 was estimated on the grant date using the Black-Scholes option valuation model, using the weighted average assumptions of: Expected option life – 4 years, Volatility – 85%, Risk-free interest rate – 0.55% and Dividend yield – 0% and a CAD/USD rate of 0.7555.

### **Management Incentive Plan Awards – Outstanding Options**

As part of the 2015 annual compensation review, the Committee recommended that an award of stock options to directors, officers and employees be completed on February 8, 2016. On February 8, 2016, a total of 1,980,000 stock options were granted at an exercise price of CAD \$0.30 per share, including an aggregate of 700,000 stock options to the Named Executive Officers as detailed in the table below.

The following table sets out all of the Options that had been granted and are outstanding to any of the Named Executive Officers as at December 31, 2016.

<b>Name</b>	<b>Number of Securities Underlying Unexercised Options (#)</b>	<b>Option Exercise Price (CAD\$)</b>	<b>Option Expiration Date</b>	<b>Value of Unexercised In-The-Money Options<sup>1</sup> (\$)</b>
<b>Ronald Little</b> President and Chief Executive Officer	500,000	0.36	March 25, 2019	194,393
	1,000,000	0.40	May 26, 2019	
	100,000	0.85	July 8, 2020	
	255,000	1.70	April 27, 2017	
	100,000	1.50	December 17, 2017	
	200,000	0.65	January 30, 2019	
	200,000	0.30	February 8, 2026	
<b>Pascal Marquis</b> Senior Vice President Exploration	200,000	0.36	March 25, 2019	98,314
	400,000	0.40	May 26, 2019	
	150,000	0.85	July 8, 2020	
	255,000	1.70	April 27, 2017	
	100,000	1.50	December 17, 2017	
	200,000	0.65	January 30, 2019	
<b>Tim Miller</b> Chief Operating Officer	300,000	0.65	May 26, 2019	21,413
	125,000	0.30	February 8, 2026	
<b>Joseph McCoy</b> Chief Financial Officer and Corporate Secretary	200,000	2.35	October 21, 2020	29,978
	42,500	1.70	April 27, 2017	
	15,000	1.50	December 17, 2017	
	15,000	0.65	January 30, 2019	
	175,000	0.30	February 8, 2026	

<sup>1</sup> The value of unexercised in-the-money options at the fiscal year end is the difference between the exercise or base price of the options and the closing market price of the underlying shares on December 31, 2016, which was CAD \$0.53 per common share on the TSXV. The value of unexercised in-the-money options has been converted into US dollars using the December 31, 2016 CAD/USD rate of 0.7448.

**Management Incentive Plan Awards – Value Vested or Earned During the Year**

As noted above, another part of the Company's compensation strategy is to provide an annual short-term cash incentive calculated as a targeted percentage of base salary and typically determined with reference to pre-set corporate and/or individual performance objectives. No short-term cash incentives were paid to the NEOs for 2016. The table below sets out the amounts vested in terms of option-based and share-based awards during the fiscal year ended December 31, 2016, assuming the options were exercised upon vesting.

<b>Name</b>	<b>Option-based Awards – Value Vested in Year (\$)</b>	<b>Share-based Awards- Value Vested in Year (\$)</b>	<b>Non-equity Incentive Plan Compensation – Value Earned in Year (\$)</b>
<b>Ronald Little</b> President and Chief Executive Officer	Nil	Nil	Nil
<b>Pascal Marquis</b> Senior Vice President Exploration	Nil	Nil	Nil
<b>Tim Miller</b> Chief Operating Officer	Nil	Nil	Nil
<b>Joseph McCoy</b> Chief Financial Officer & Corporate Secretary	Nil	Nil	Nil

**Termination and Change of Control Benefits**

On March 1, 2009, the Company entered into an employment agreement with Ronald Little, the Company's President and Chief Executive Officer. Effective January 1, 2016 Mr. Little voluntarily reduced his annual base salary to CAD \$200,000 ("Adjusted Salary") from CAD \$350,000 ("Base Salary") with an annual bonus determined by the Corporate Governance, Compensation and Nomination Committee, based on the target ranges disclosed previously in this Circular. If the Company terminates his employment without cause, it is obligated to pay Mr. Little a lump sum equivalent to 24 months Base Salary. In the event that his employment is terminated due to a change of control (as defined below), Mr. Little is entitled to receive a lump sum amount equal to three years' Base Salary at the time of termination, a bonus percentage similar to the previous year bonus plus continuation of similar benefits over the termination period. If the total value of the change in control transaction is greater than CAD \$100M then the bonus shall be based on the previous years' bonus (as a percentage) or the minimum bonus rate, whichever is greater. Any option based awards held by Mr. Little become fully exercisable for a period of two months from the date of termination in the event of a change of control.

On March 1, 2009, the Company entered into an employment agreement with Pascal Marquis, the Company's Senior Vice President Exploration. Effective January 1, 2016 Mr. Marquis voluntarily reduced his annual base salary to CAD \$200,000 ("Adjusted Salary") from CAD \$325,000, ("Base Salary") with an annual bonus determined by the Corporate Governance, Compensation and Nomination Committee, based on the target ranges disclosed previously in this Circular. If the Company terminates his employment without cause, it is obligated to pay Mr. Marquis a lump sum equivalent to 24 months' Base Salary. In the event that his employment is terminated due to a change of control (as defined below), Mr. Marquis is entitled to receive a lump sum amount equal to three years' Base Salary at the time of termination, a bonus percentage similar to the previous year bonus plus continuation of similar benefits over the termination period. If the total value of the change in control transaction is greater than CAD \$100M then the bonus shall be based on the previous years' bonus (as a percentage) or the minimum bonus rate, whichever is greater. Any option based

awards held by Mr. Marquis become fully exercisable for a period of two months from the date of termination in the event of a change of control.

On May 20, 2014, the Company entered into an employment agreement with Timothy Miller, the Company's Chief Operating Officer. Mr. Miller's current base salary is USD \$235,000 ("Base Salary") with an annual bonus determined by the Corporate Governance, Compensation and Nomination Committee, based on the target ranges disclosed previously in this Circular. On October 26, 2015 Mr. Miller agreed to reduce his availability to the Company to two days per week until market conditions improve. In the event the Company terminates his employment without cause, it is obligated to pay Mr. Miller two months' of Base Salary. In the event that his employment is terminated due to a change of control (as defined below), Mr. Miller is entitled to receive a lump sum amount equal to two years' Base Salary at the time of termination, a bonus percentage similar to the previous year bonus plus continuation of similar benefits over the termination period. If the total value of the change in control transaction is greater than CAD \$100M then the bonus shall be based on the previous years' bonus (as a percentage) or the minimum bonus rate, whichever is greater. Any option based awards held by Mr. Miller become fully exercisable for a period of two months from the date of termination in the event of a change of control.

On October 5, 2010, the Company entered into an employment agreement with Joseph McCoy, and on December 1, 2015 appointed Mr. McCoy the Company's Chief Financial Officer and Corporate Secretary with an annual base salary of CAD \$165,000 and an annual bonus determined by the Corporate Governance, Compensation and Nomination Committee, based on the target ranges disclosed previously in this Circular. If the Company terminates his employment without cause, it is obligated to pay Mr. McCoy twelve months salary. In the event that his employment is terminated due to a change of control (as defined below), Mr. McCoy is entitled to receive a lump sum amount equal to two years' of his annual adjusted salary of \$200,000, a bonus percentage similar to the previous year bonus plus continuation of similar benefits over the termination period. If the total value of the change in control transaction is greater than CAD \$100M then the bonus shall be based on the previous years' bonus (as a percentage) or the minimum bonus rate, whichever is greater. Any option based awards held by Mr. McCoy become fully exercisable for a period of two months from the date of termination in the event of a change of control.

For purposes of employment agreements, a "change of control" means (i) any consolidation, merger, reorganization or other transaction of the Company that results in 40% or more of the aggregate voting power being acquired by another entity, (ii) sale or disposition of all or substantially all of the Company's assets or (iii) any transaction which results in the current Board ceasing to constitute the majority of the Board. No severance is due in the event of a change of control if the employee is offered the same or higher remuneration, benefits and bonuses and his duties continue to reflect his status and qualifications prior to the change of control. If the NEOs employment is terminated within 60 days before or 180 days after a change in control, then the NEO shall be entitled to a severance payment.

The following table sets out the estimated incremental payments to the NEOs in the event of termination without cause or change of control as if such event occurred as of December 31, 2016. No payments are made in the event the Named Executive Officers resign, retire, or are terminated with cause.

Event <sup>1</sup>	Severance (\$)	Equity (\$) <sup>4</sup>	Benefits (\$) <sup>5</sup>	Total (\$)
<i>Termination without cause</i> <sup>2</sup>				
Ronald Little	521,360	171,552	7,561	700,474
Pascal Marquis	484,120	75,473	10,496	570,089
Tim Miller	117,500	7,138	--	124,638
Joseph McCoy	148,960	9,993	3,781	162,734
<i>Change in control</i> <sup>3</sup>				
Ronald Little	782,040	194,393	11,342	987,775
Pascal Marquis	726,180	98,314	15,743	840,237
Tim Miller	470,000	21,413	--	491,413
Joseph McCoy	297,920	29,978	7,562	335,460

- 1 The compensation above would be paid in Canadian dollars, with exception of Tim Miller who is paid in US dollars. Canadian amounts have been converted into US dollars using a CAD/USD rate of 0.7448 as at December 31, 2016.
- 2 The above severance amounts are calculated on Base Salary.
- 3 The above severance amounts are calculated on Base Salary with no annual incentive component given that no bonuses were paid in 2016. In the event of a termination due to a change of control and the transaction is greater than CAD \$100M the bonus shall be based on the previous years' bonus percentage or the minimum bonus rate, whichever is greater. If an incentive was paid due to a change in control due to a transaction with a value greater than CAD \$100M, an additional total amount of USD \$707,048 would be paid to the executives above using a CAD/USD rate of 0.7448 as at December 31, 2016.
- 4 The amount of the equity benefit was calculated using the closing market price of the underlying shares which, on December 31, 2016 was CAD \$0.53 per common share on the TSXV converted into US dollars using a CAD/USD rate of 0.7448 as at December 31, 2016.
- 5 Benefits due upon termination are estimated on current actual benefit costs.

### **Director Compensation**

Cash compensation paid to non-executive directors for 2016 can be found in the table below. For the financial year ended December 31, 2016, non-executive directors of the Company were paid aggregate fees of CAD \$175,000. Non-executive directors receive a retainer of CAD \$25,000 per year with Committee Chairs receiving an additional CAD \$5,000 and Committee members receiving an additional CAD \$2,500. During 2016 Patrick Downey received an additional CAD \$20,000 for extra work performed during the later part of the year. Directors are also reimbursed for out-of-pocket expenses for attending Board and Committee meetings or other expenses incurred for Company purposes.

### **Non-Executive Director Compensation Table**

<b>Name<sup>1</sup></b>	<b>Fees Earned (\$)</b>	<b>Option-Based Awards (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Michael Halvorson	26,443	21,686	Nil	48,129
Patrick Downey	41,553	21,686	Nil	63,239
Keith Peck	22,665	21,686	Nil	44,351
Ronald Batt	22,665	15,490	Nil	38,155
Joseph Conway	18,888	9,294	Nil	28,182

- 1 All non-executive directors receive their compensation in Canadian dollars. The compensation has been converted into US dollars using an average CAD/USD rate of 0.7555 for 2016.

**Non-Executive Directors - Incentive Plan Awards – Outstanding Options**

Name	Number of Securities Underlying Unexercised Options (#) <sup>1</sup>	Option Exercise Price (CAD\$)	Option Expiration Date	Value of Unexercised In-The-Money Options <sup>1</sup> (\$)
Michael Halvorson	150,000	0.36	March 25, 2019	78,018
	300,000	0.40	May 26, 2019	
	85,000	1.70	April 27, 2017	
	100,000	1.50	December 17, 2017	
	150,000	0.65	January 30, 2019	
	175,000	0.30	February 8, 2026	
Patrick Downey	255,000	1.70	April 27, 2017	29,978
	100,000	1.50	December 17, 2017	
	150,000	0.65	January 30, 2019	
	175,000	0.30	February 8, 2026	
Keith Peck	255,000	1.70	April 27, 2017	29,978
	100,000	1.50	December 17, 2017	
	150,000	0.65	January 30, 2019	
	175,000	0.30	February 8, 2026	
Ronald Batt	200,000	1.50	June 4, 2018	21,413
	150,000	0.65	January 30, 2019	
	125,000	0.30	February 8, 2026	
Joseph Conway	300,000	0.75	October 13, 2019	12,848
	75,000	0.30	February 8, 2026	

<sup>1</sup> The value of unexercised in-the-money Options at the fiscal year end is the difference between the exercise or base price of the Options and the fair market value of the underlying shares on December 31, 2016, which was CAD \$0.53 per common share on the TSXV and converted into US dollars using the December 31, 2016 closing CAD/USD rate of 0.7448.

**Non-Executive Directors – Incentive Plan Awards – Value Vested or Earned During the Year**

Name	Option-based Awards – Value Vested in Year (\$)	Share-based Awards - Value Vested in Year (\$)	Non-equity Incentive Plan Compensation – Value Earned in Year (\$)
Michael Halvorson	Nil	Nil	Nil
Patrick Downey	Nil	Nil	Nil
Keith Peck	Nil	Nil	Nil
Ronald Batt	Nil	Nil	Nil
Joseph Conway	Nil	Nil	Nil

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER THE 2009 and 2016 STOCK OPTION PLANS**

The equity compensation plans which the Company has in place are the 2009 Plan that was re-approved by the shareholders at the Annual and Special Meeting of Shareholders on June 11, 2015 and the 2016 Plan that was adopted by the Company in connection with the Company’s voluntary move from the TSX to the TSXV. All future options granted by the Company will be granted under the 2016 Plan. The 2016 Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The 2016 Plan is administered by the directors of the Company. The 2016 Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. All options expire on a date no later than ten years after the date of grant of such option. See “Special Business of the Meeting”. As at December 31, 2016, the number of issued and outstanding Common Shares of the Company was 154,050,365. The following table sets out equity compensation plan information as at the Company’s December 31, 2016 financial year end:

	Number of securities to be issued upon exercise of outstanding Options (#)	Weighted-average exercise price of outstanding Options (CAD\$)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plan approved by securityholders (2009 Option Plan) <sup>1</sup>	7,262,900	0.92	Nil
Equity compensation plans approved by securityholders (2016 Option Plan)	2,230,000	0.38	5,912,136
<b>Total</b>	<b>9,492,900</b>	<b>0.79</b>	<b>5,912,136</b>

1 The 2009 Option Plan is closed and no further options will be issued under it.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No director or executive officer of the Company, or any associates of such persons, are indebted to the Company and no indebtedness of such persons is the subject of a guarantee, support agreement, letter of credit or other similar arrangement provided by the Company.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as disclosed in this Circular, no director or executive officer, proposed director of the Company, persons beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, nor any associate or affiliate of the foregoing, has had any material interest, direct or indirect, in any transaction or proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries since the commencement of the Company’s most recently completed fiscal year.

In March 2016, the Company completed a non-brokered private placement and issued 10,000,000 common shares at a price of CAD \$0.50 per share. Sun Valley Gold LLC participated in this transaction and subscribed for a total of 3,800,000 common shares of the total offering.

Mr. Patrick Downey, a director with the Company, purchased 100,000 common shares in the July 19, 2016 prospectus financing on the same terms and conditions as other subscribers.

### ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Additional financial information is provided in the annual consolidated financial statements of the Company and the notes thereto, the related Management's Discussion and Analysis and the Annual Information Form, all for the fiscal year ended December 31, 2016. Copies of this Circular and the documents mentioned above are available on the Company's website ([www.orezone.com](http://www.orezone.com)) and on SEDAR ([www.sedar.com](http://www.sedar.com)).

Additional copies are also available by contacting the Company at its administrative office:

**290 Picton Avenue, Suite 201**  
**Ottawa, Ontario, K1Z 8P8**  
**Telephone: (888) 673-0663 or (613) 241-3699**  
**Facsimile: (613) 241-6005**  
**Email: [info@orezone.com](mailto:info@orezone.com)**

The Company may request the payment of reasonable fees if the requesting party is not a shareholder of the Company.

### APPROVAL OF CIRCULAR

The Board of Directors of the Company has approved the contents of the Circular and its sending to the shareholders.

Ottawa, Ontario,

May 22, 2017

### OREZONE GOLD CORPORATION

Per: "Patrick Downey"

Patrick G. Downey,  
Director, President and Chief Executive Officer

**APPENDIX “A” – STOCK OPTION PLAN RESOLUTION**

**RESOLUTION OF THE SHAREHOLDERS  
OF  
OREZONE GOLD CORPORATION  
(the “Company”)**

**BE IT RESOLVED** as an ordinary resolution, that:

1. The 2016 stock option plan (the “**2016 Plan**”), as described in and attached to the management information circular of the Company dated May 22, 2017 and any unallocated options or other entitlements thereunder, be and are hereby confirmed, ratified and approved in their entirety; and
2. Any director or officer of the Company is authorized to execute and deliver all other documents and do all other acts and things as may be necessary or desirable to give effect to this resolution.

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APPENDIX “B” – Audit Committee Charter

1. MANDATE AND AUTHORITY

The mandate of the audit committee of the Company (the “Committee”) is to assist the board of directors of the Company (the “Board”) in fulfilling its financial oversight responsibilities with respect to ensuring the quality and integrity of:

- (i) financial reports and other financial information provided by the Company to regulatory authorities and shareholders;
- (ii) the Company’s systems of internal controls regarding finance and accounting;
- (iii) the Company’s auditing, accounting and financial reporting processes;
- (iv) the Company’s compliance with legal and regulatory requirements; and
- (v) the Company’s compliance with corporate policies and procedures.

The Committee is empowered to:

- (vi) make such inquiry and investigation and require such information and explanation from management as it considers reasonably necessary;
- (vii) require management to promptly inform the Committee and the auditor of any material misstatement or error in the financial statements following discovery of such situation;
- (viii) engage outside advisors where appropriate; and
- (ix) investigate any activity of the Company and or its subsidiaries.

In performing its duties, the Committee will serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements, ensure the independence of the Company’s external auditors and maintain an effective working relationship between the Company’s auditors, its management and the Board.

2. COMPOSITION

The Committee shall be comprised of at least three (3) Directors, as determined by the Board, a majority of whom shall be independent within the meaning of NI 52-110.

At least one (1) member of the Committee shall have accounting or related financial management expertise and all members of the Committee shall be financially literate or will undertake to become so. Financially literate shall mean the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board at its first meeting following each annual shareholders' meeting. Unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by a majority vote of all the Committee members.

Other than directors' fees for service as a member of the Board and any committees thereof, no directors including members of the Audit Committee shall receive any compensation from the Company or any of its affiliates including fees paid directly or indirectly for any consulting or any legal, financial or other advisory services.

### 3. MEETINGS AND PROCEDURES

The Committee shall meet at least four (4) times a year or more frequently if required.

- 3.1 At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman shall not be entitled to a second vote.
- 3.2 A quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.
- 3.3 The Committee may invite such other persons (e.g. the President and CEO) to its meetings as it deems appropriate.
- 3.4 External auditors shall be present in person or by teleconference at those meetings involving the review and approval of their audit plan for the year-end financial statements, the review of the results of their audit and approval of those year-end financial statements and such other meetings as considered appropriate by the committee.
- 3.5 The secretary of the Committee shall be the Corporate Secretary or such other person as nominated by the Chairman.

### 4. ROLES AND RESPONSIBILITIES

The following are the general roles and responsibilities of the Committee:

- 4.1 Annual review and revision of this Charter as appropriate and with the approval of the Board of Directors.
- 4.2 Review the Company's financial statements, MD&A, Annual Information Form and any press releases regarding annual and interim earnings prior to public disclosure of such information, including any reports or other financial information which are submitted to any governmental body or to the public;
- 4.3 With respect to the external auditors the Committee will:
  - (a) recommend to the Board the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors;

- (b) review with management and the external auditors their audit plan for the year-end financial statements;
- (c) review annually the performance and independence of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;
- (d) annually review and discuss with the external auditors all significant relationships they may have with the Company that may impact their objectivity and independence;
- (e) consult with the external auditors about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (f) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- (g) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, as well as any non-audit services provided by the external auditors to the Company or its subsidiary entities; and
- (h) Take such action as necessary to assure the rotation of the lead audit partner at least every seven years or such other period as may be required.

The Committee may delegate to one or more independent members of the Committee the aforementioned authority to pre-approve audit and non-audit services, provided the pre-approval of the services is presented to the Committee at its first scheduled meeting following such approval.

4.4 Gain an understanding of:

- (a) areas of greatest risk to the Company including business, political, financial and control risks;
- (b) legal matters that could significantly impact the financial statements; and
- (c) complex or unusual transactions and judgemental issues such as the valuation of assets or liabilities, or commitments and contingencies.

4.5 Assess financial and operational results relative to budgeted or projected results.

4.6 In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

4.7 Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

- 4.8 Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- 4.9 Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- 4.10 Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- 4.11 Establish procedures for the confidential, anonymous submission by employees to the Company of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

**Appendix “C” – 2016 Stock Option Plan**

**2016 STOCK OPTION PLAN**

**1. PURPOSE**

The purpose of this 2016 Stock Option Plan (the “**2016 Plan**”) is to provide Orezone Gold Corporation (“**ORE**”) and its subsidiaries, present and future with the means to encourage, attract, retain and motivate certain Eligible Participants by granting such Eligible Participants stock options to purchase common shares (“**Common Shares**”) in ORE’s capital thus giving them an on-going proprietary interest in ORE.

**2. DEFINITIONS**

Unless otherwise defined herein, the following terms have the following meanings:

“**Affiliate**” has the meaning given to “affiliated companies” in the Ontario *Securities Act*.

“**Black-out Period**” means any period established under a disclosure, insider trading or similar policy of ORE during which officers, directors and employees may not exercise options.

“**Board**” means the board of directors of ORE, and, where applicable, includes a committee of the board of directors authorized to administer this 2016 Plan pursuant to section 3(a).

“**Consultant**” has the meaning given such term in TSXV Policy 4.4, and if such term is undefined in such policy then it shall mean an individual (other than an Employee or a Director of ORE) or company that:

- (a) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to ORE or to an affiliate of ORE, other than services provided in relation to a distribution of securities;
- (b) provides the services under a written contract between ORE or an affiliate and the individual or the company, as the case may be;
- (c) in the reasonable opinion of ORE, spends or will spend a significant amount of time and attention on the affairs and business of ORE or an affiliate of ORE; and
- (d) has a relationship with ORE or an affiliate of ORE that enables the individual to be knowledgeable about the business and affairs of ORE.

“**Discounted Market Price**” means the Market Price less the following maximum discounts based on closing price (and subject, notwithstanding the application of any such maximum discount, to a minimum price per share of \$0.05): closing price up to \$0.50 (25%), closing price up from \$0.51 to \$2.00 (20%), closing price above \$2.00 (15%).

“**Director**” has the meaning given such term in TSXV Policy 4.4 and at the date of this 2016 Plan means a director, senior officer or Management Company Employee of ORE, or a director, senior officer or Management Company Employee of any of the subsidiaries of ORE.

“**Eligible Participant**” means a Director, Employee or Consultant of ORE.

“**Employee**” has the meaning given such term in TSXV Policy 4.4, and if such term is undefined in such policy then it shall mean:

- (a) an individual who is considered an employee of ORE or a subsidiary under the *Income Tax*

Act (Canada) (and for whom income tax, employment insurance and CPP deductions must be made at source);

- (b) an individual who works full-time for ORE or a subsidiary providing services normally provided by an employee and who is subject to the same control and direction by ORE or a subsidiary over the details and methods of work as an employee of ORE or a subsidiary, but for whom income tax deductions are not made at source; or
- (c) an individual who works for ORE or a subsidiary on a continuing and regular basis for a minimum amount of 20 hours per week providing services normally provided by an employee and who is subject to the same control and direction by ORE or a subsidiary over the details and methods of work as an employee of ORE or a subsidiary, but for whom income tax deductions are not made at source.

**“Exchange Hold Period”** has the meaning given in TSXV Policy 1.1, but if not defined under such policy such term shall mean a four month resale restriction imposed by the Exchange on incentive stock options granted by ORE to any Person with an exercise price that is less than the applicable Market Price.

**“Exchange Rules”** means the Corporate Finance Policies of the TSXV.

**“Insider”** means an insider as defined in the Ontario *Securities Act* and under TSXV Policy 1.1.

**“Investor Relations Activities”** has the meaning given such term in TSXV Policy 4.4 but if undefined in such policy then such term shall mean any activities, by or on behalf of ORE or a shareholder of ORE, that promote or reasonably could be expected to promote the purchase or sale of securities of ORE, but does not include:

- (a) the dissemination of information provided, or records prepared, in the ordinary course of business of ORE:
  - (i) to promote the sale of products or services of ORE, or
  - (ii) to raise public awareness of ORE, that cannot reasonably be considered to promote the purchase or sale of securities of ORE;
- (b) activities or communications necessary to comply with the requirements of:
  - (i) applicable securities laws;
  - (ii) Exchange Rules or the by-laws, rules or other regulatory instruments of any other self-regulatory body or exchange having jurisdiction over ORE;
- (c) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
  - (i) the communication is only through the newspaper, magazine or publication, and
  - (ii) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
- (d) activities or communications that may be otherwise specified by the Exchange,

and for this purpose Persons retained to perform Investor Relations Activities shall include any Consultant that performs Investor Relations Activities and any Employee or Director whose role and duties primarily consist of Investor Relations Activities.

**“Issued Common Shares”** means that number of Common Shares issued and outstanding, on a

non-diluted basis, at any point in time as confirmed by the transfer agent and registrar for the Common Shares.

**“Management Company Employee”** has the meaning given such term in TSXV Policy 4.4 and if such term is undefined in such policy then it shall mean an individual employed by a Person providing management services to ORE, which are required for the ongoing successful operation of the business enterprise of ORE, but excluding a Person engaged in Investor Relations Activities.

**“Market Price”** has the meaning given such term in TSXV Policy 1.1.

**“Person”** means a company or an individual.

**“Senior Officer”** has the meaning given such term in the Ontario *Securities Act*.

**“Subsidiary”** has the meaning given to such term in National Instrument 45-106 – *Prospectus and Registration Exemptions* (“**NI 45-106**”), and any instrument in amendment thereto or replacement thereof.

**“TSXV”** or **“Exchange”** means the TSX Venture Exchange.

### 3. ADMINISTRATION

- (a) This 2016 Plan shall be administered by the Board, or any committee of the Board (a **“Committee”**) appointed by the Board to administer this 2016 Plan, which Committee may take any action in administering this 2016 Plan by means of consent resolution or majority vote of the Committee members. Without limiting the generality of the foregoing, where a Committee has been appointed by the Board to administer this 2016 Plan pursuant to a general resolution passed by the Board, such Committee has authority to:
  - (i) grant to Eligible Participants up to the number of options specified by the Board in the resolution appointing the Committee or in any other subsequent resolution(s) of the Board, the whole on the terms set out in such resolution(s);
  - (ii) exercise rights reserved to ORE under this 2016 Plan;
  - (iii) determine vesting terms and conditions for options granted under this 2016 Plan in accordance with the terms and conditions of this 2016 Plan; and
  - (iv) make all other determinations and take all other actions as it considers necessary or advisable for implementation and administration of this 2016 Plan.
- (b) The interpretation, construction and application of this 2016 Plan shall be made by the Board and shall be final and binding on all holders of options granted under this 2016 Plan and all persons eligible to participate under the provisions of this 2016 Plan.
- (c) No member of the Board or Committee shall be liable for any action or determination taken or made in good faith in the administration, interpretation, construction or application of this 2016 Plan or any options granted under it.

### 4. COMMON SHARES SUBJECT TO THE 2016 PLAN

- (a) Subject to subsection 4(b), the maximum number of Common Shares which may be issued under options granted under this 2016 Plan, from time to time, shall be equal to 10% of the Issued Common Shares. Under this 2016 Plan, the total number of Common Shares issuable will be calculated as needed, from time to time.

- (b) The following limitations apply to grants of options under this 2016 Plan:
  - (i) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12 month period must not exceed 5% of the Issued Common Shares, calculated on the date an option is granted to the Person (unless ORE has obtained the requisite Disinterested Shareholder Approval);
  - (ii) the aggregate number of options granted to any one Consultant in a 12 month period must not exceed 2% of the Issued Common Shares, calculated at the date an option is granted to the Consultant;
  - (iii) the aggregate number of options granted to all Persons retained to provide Investor Relations Activities must not exceed 2% of the Issued Common Shares in any 12 month period, calculated at the date an option is granted to any such Person;
  - (iv) the aggregate number of Common Shares reserved for issuance under stock options granted to Insiders (as a group) at any point in time shall not exceed 10% of the Issued Common Shares;
  - (v) Insiders (as a group) shall not be granted options exceeding 10% of the Issued Common Shares in any 12 month period calculated at the date an option is granted to an Insider; and
  - (vi) the number of Common Shares which may be issued under this 2016 Plan together with Common Shares reserved for issuance under all other stock option plans of ORE shall not exceed 10% of the Issued Common Shares.
- (c) Common Shares in respect of which an option is granted under this 2016 Plan but not exercised prior to the termination of such option, due to the expiration, termination or lapse of such option or otherwise, shall be available for options to be granted thereafter pursuant to the provisions of this 2016 Plan. All Common Shares issued pursuant to the exercise of the options granted under this 2016 Plan shall be so issued as fully paid and non-assessable Common Shares.
- (d) This 2016 Plan is an “evergreen” plan and, accordingly, any exercise of options will, subject to the overall limit provided for at subsection 4(a) above, make new grants available hereunder effectively resulting in a reloading of the number of options available to grant hereunder. In addition, options that have been cancelled, terminated or not exercised, may continue to be issuable under this 2016 Plan as new grants of options made in compliance with this 2016 Plan.
- (e) The Board (which for these purposes does not include a reference to a Committee) shall allot, set aside and reserve for issuance for the purpose of this 2016 Plan a sufficient number of Common Shares at each meeting of the Board such that the number of Common Shares issuable under section 4 shall be properly allotted, set aside and reserved for issuance.

## **5. ELIGIBILITY AND GRANT OF OPTIONS**

- (a) Options shall be granted only to Eligible Participants or to a registered retirement savings plan established and controlled by an Eligible Participant and provided that in each case, the Eligible Participant is an Eligible Participant at the time of the grant.
- (b) Subject to the foregoing, the Board shall have full and final authority to determine the Eligible Participants who are to be allocated and granted options under this 2016 Plan and

the number of Common Shares subject to each option grant. Subject to section 14, stock options granted under this 2016 Plan shall be for the purchase of Common Shares only, and for no other security.

- (c) Unless limited by the terms of this 2016 Plan or any regulatory or stock exchange requirement, the Board shall have full and final authority to determine the terms and conditions attached to any grant of options under this 2016 Plan.
- (d) ORE may only grant options pursuant to resolutions of the Board.
- (e) ORE may not grant any options while there is an undisclosed material change or undisclosed material fact relating to ORE.
- (f) In determining options to be granted to Eligible Participants, the Board shall give due consideration to the value of each such Eligible Participant's present and potential contribution to the success of ORE.
- (g) Any option granted under this 2016 Plan shall be subject to the requirement that, if at any time ORE shall determine that the listing, registration or qualification of the Common Shares subject to such option, or such option itself, upon any securities exchange or under any law or regulation of any jurisdiction, or the consent or approval of any securities exchange or any governmental or regulatory body, is necessary as a condition of, or in connection with, the grant or exercise of such option or the issuance or purchase of Common Shares thereunder, such option may not be granted, accepted or exercised in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained on conditions acceptable to the Board (which for these purposes does not include a reference to a Committee). For certainty, it is expressly stated that ORE may only grant options, and issue Common Shares on exercise thereof, to Eligible Participants resident in jurisdictions in Canada where NI 45-106 has been complied with. However, nothing herein shall be deemed or construed to require ORE to apply for or to obtain such listing, registration, qualification, consent or approval.
- (h) For options granted to Employees, Consultants or Management Company Employees, ORE and the Eligible Participant are responsible for ensuring and confirming that the Eligible Participant is a bona fide Employee, Consultant or Management Company Employee, as the case may be.
- (i) The Board shall complete and file, in accordance with applicable law, or shall cause to be completed and filed, all notices, reports, filings or other documentation required by applicable law, regulatory requirement or stock exchange rule, in connection with a grant of options or an issuance or purchase of Common Shares thereunder.

## 6. PRICE

- (a) The option exercise price per Common Share that is subject of any option shall be fixed by the Board when such option is granted.
- (b) The option exercise price per Common Shares shall not be less than the Discounted Market Price. If ORE does not issue a news release to fix the exercise price pursuant to TSXV Policy 4.4, the Discounted Market Price is the last closing price before the date of the grant.
- (c) Where the exercise price of an option is at a discount to Market Price, all stock options and any Common Shares issued under such options exercised prior to the expiry of the Exchange Hold Period shall be legended with the Exchange Hold Period commencing on the date the stock options were granted.

- (d) The Board shall not set the exercise price of any option on the basis of a Market Price which does not reflect material information of which the directors and senior officers of ORE are aware but which has not been generally disclosed to the public.
- (e) The option price per share will be expressed in Canadian dollars.

## 7. PERIOD OF OPTION AND RIGHTS TO EXERCISE

- (a) Subject to the provisions of this section 7 and sections 8 and 9 below, options will be exercisable in whole or in part, and from time to time, at any time following the date of grant and prior to the expiry of their term, but provided that if an option expires during a black-out period (including expiry of an option under subsections 8(a) and 8(b) below but not including expiry of an option if the Eligible Participant shall cease to be an Eligible Participant for cause), then the option shall remain exercisable until the period ending up to 10 trading days after the end of such black-out period, notwithstanding the expiry of its term, except that in no event may such exercise occur more than ten years after the initial grant date of the option.
- (b) Options shall not be granted for a term exceeding ten years (but subject to extension in the case of black-out period as described in subsection 7(a) above).
- (c) Subject to the Board's sole discretion in modifying the vesting of options, from time to time, options granted shall vest, and become exercisable, upon and subject to such terms, conditions and limitations as contained herein and otherwise as the Board may from time to time determine with respect to each option except that options issued to Persons retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months and no more than 25% of such options can vest in any three month period.
- (d) The Common Shares to be purchased upon each exercise of an option shall be paid for in full in cash by the Eligible Participant at the time of exercise.
- (e) Except as provided in paragraph 8 and 9 below, no option which is held by an Eligible Participant may be exercised unless the Eligible Participant is then an Eligible Participant, and in the case of an Employee, the Employee has been continually employed by ORE since the date of the grant of the option, but provided that an authorized absence of leave shall not be considered an interruption of employment for purposes of this 2016 Plan.

## 8. CESSATION OF PROVISION OF SERVICES

- (a) **Death of an Eligible Participant.** In the event of the death of a Eligible Participant during the term of the Eligible Participant's option, the option theretofore granted to the Eligible Participant shall be exercisable within, but only within, the period of one year next succeeding the Eligible Participant's death, and in no event after the expiry date of the option. Before expiry of an option under this paragraph 8(a), the Board shall notify the Eligible Participant's representative in writing of such expiry no less than twenty (20) days prior to its expiry.
- (b) **Termination of Employment or Office.** Subject to the discretion of the Board to determine otherwise (which for these purposes does not include a reference to a Committee), and this section 8, if any Eligible Participant shall cease to be an Eligible Participant of, or to, ORE, for any reason, other than for cause or death, he or she may exercise any option issued under this 2016 Plan that is then exercisable, but only within the period that is 30 days from the date that he or she ceases to be an Eligible Participant. Before expiry of an option under this paragraph 8(b), the Board shall notify the former

Eligible Participant in writing of such expiry no less than five (5) days prior to its expiry. In the event that an Eligible Participant ceases to be an Eligible Participant because of termination for cause, the options of the Eligible Participant not exercised at such time shall immediately be cancelled on the date of such termination and be of no further force or effect whatsoever notwithstanding anything to the contrary in this 2016 Plan.

- (c) **Other.** If any Eligible Participant shall cease to be an Eligible Participant for any reason other than provided for in this section 8, the options of the Eligible Participant not exercised at such time shall immediately be cancelled and be of no further force or effect whatsoever.

## 9. EXTENSION OF OPTION

In addition to the provisions of section 8, the Board (which for these purposes does not include a reference to a Committee) may extend the period of time within which an option held by a deceased Eligible Participant may be exercised or within which an option may be exercised by an Eligible Participant who has ceased to be an Eligible Participant but such an extension shall not be granted beyond the original expiry date of the option. Any extensions of options granted under this 2016 Plan are subject to any applicable regulatory or stock exchange approvals required at such time.

## 10. NON-TRANSFERABILITY OF OPTION

Subject to applicable law, no option granted under this 2016 Plan shall be assignable or transferable otherwise than:

- (a) by will or by the laws of descent and distribution, and such option shall be exercisable, during a Eligible Participant's lifetime, only by the Eligible Participant (subject to subsection 8(a)); or
- (b) to a Eligible Participant's registered retirement savings plan ("RRSP") or registered retirement income fund ("RRIF"), provided that the Eligible Participant is, during the Eligible Participant's lifetime, the sole beneficiary of the RRSP or RRIF.

## 11. AMENDMENT AND TERMINATION OF THE 2016 PLAN

- (a) Subject to subsection 11(b), the Board (which for these purposes does not include a reference to a Committee) may at any time, and from time to time, and without shareholder approval, amend any provision or terminate this 2016 Plan, that is an amendment to fix typographical errors or amendments to clarify the existing provisions of this 2016 Plan that do not substantively alter the scope, nature and intent of the provisions. Any other amendment shall require the approval of the Exchange except as provided in subsection 11(c).
- (b) Notwithstanding subsection 11(a) and any Exchange approval to an amendment, the Board (nor the Committee) shall not be permitted to amend:
  - (i) subsection 4(a) in order to change the percentage of Common Shares issuable under this 2016 Plan;
  - (ii) the limitations in subsection 4(b);
  - (iii) section 6 in any manner;
  - (iv) the method for determining the exercise price of options;
  - (v) the definition of "Eligible Participant" or the persons eligible to participate in this 2016 Plan;

- (vi) the exercise price of any option issued under this 2016 Plan to an Insider where such amendment reduces the exercise price of such option; or
- (vii) the expiry and termination provisions herein;

in each case without first having obtained the approval of a majority of the holders of Common Shares voting at a duly called and held meeting of holders of Common Shares (excluding votes held by any Insider benefiting from the proposed amendment) (“**Disinterested Shareholder Approval**”).

- (c) ORE may amend the terms of a stock option without the acceptance of the Exchange in the following circumstances, but provided ORE issues a news release outlining the terms of the amendment:
  - (i) to reduce the number of Common Shares under option;
  - (ii) to increase the exercise price of an option; or
  - (iii) to cancel an option.
- (d) Any amendment or termination shall not alter the terms or conditions of any option or impair any right of any optionholder pursuant to any option granted prior to such amendment or termination.
- (e) Notwithstanding the foregoing, this 2016 Plan will automatically terminate when, and if, any of the authorizations required to authorize this 2016 Plan shall cease.

## 12. EVIDENCE OF OPTIONS

Following the grant of an option in accordance with this 2016 Plan, ORE shall forward to such Eligible Participant, a Notice of Grant (the “**Notice**”) substantially in the form established by ORE from time to time as may be applicable, which Notice shall evidence the grant of the option under this 2016 Plan. ORE shall also forward to the Eligible Participant, in addition to the Notice, a copy of this 2016 Plan (on the first grant of an option) and any other documentation that may be required by applicable law, stock exchange or regulatory requirements.

## 13. EXERCISE OF OPTION

- (a) An option may be exercised from time to time by delivering to ORE at its head or registered office, a written notice of exercise specifying the number of Common Shares with respect to which the option is being exercised and accompanied by payment for the full amount of the purchase price of the Common Shares then being purchased.
- (b) Upon receipt of a certificate of an authorized officer directing the issue of Common Shares purchased under this 2016 Plan, the transfer agent of ORE is authorized and directed to issue and countersign share certificates for the purchased Common Shares in the name of the Eligible Participant or the Eligible Participant’s legal personal representative or as may otherwise be directed in writing by the Eligible Participant, including into a book-entry system, if requested.
- (c) Notwithstanding paragraph 5(g), ORE shall not, upon the exercise of any option, be required to register, issue or deliver any Common Shares prior to: (a) the listing of such Common Shares on any stock exchange on which the Common Shares may then be listed, and (b) the completion of such registration or other qualification of such Common Shares under any law, rules or regulation as ORE shall determine to be necessary or advisable

(including, without limitation, NI 45-106). If any Common Shares cannot be registered, issued or delivered to any Eligible Participant for whatever reason, the obligation of ORE to issue such Common Shares shall terminate and any option exercise price paid to ORE shall be returned to the Eligible Participant without deduction or interest.

- (d) If ORE or a subsidiary or affiliate is required under the *Income Tax Act* (Canada) or any other applicable law to make source deductions in respect of any stock option benefits and to remit to the applicable governmental authority an amount on account of tax on the value of the taxable benefit associated with the issuance of Common Shares on exercise of options, then the Eligible Participant shall:
  - (i) pay to ORE or the subsidiary or affiliate, in addition to the exercise price for the options, sufficient cash as is reasonably determined by ORE to be the amount necessary to permit the required tax remittance; or
  - (ii) permit ORE or the subsidiary or affiliate to sell or cause to be sold by a broker or agent engaged by ORE, on behalf of the Eligible Participant, such number of Common Shares issuable to the Eligible Participant on the exercise of such options as is sufficient to fund ORE's or the subsidiary or affiliate's obligations to make source deductions; or
  - (iii) make other arrangements acceptable to ORE to fund the required tax remittance.
- (e) The sale of Common Shares by ORE, or by a broker or agent engaged by the ORE or a subsidiary or affiliate in accordance with subsection 13(d)(ii), will be made on the exchange on which the Common Shares are then listed for trading. The Eligible Participant consents to such sale and grants to ORE an irrevocable power of attorney to effect the sale of such Common Shares on his or her behalf and acknowledges and agrees that:
  - (i) the number of Common Shares sold shall, at a minimum, be sufficient to fund ORE or the subsidiary or affiliate's obligations to make source deductions, net of any selling costs, which costs are the responsibility of the Eligible Participant and which the Eligible Participant hereby authorizes to be deducted from the proceeds of such sale;
  - (ii) in effecting the sale of any such Common Shares, ORE or the subsidiary or affiliate or the broker or agent will exercise its sole judgement as to the timing and the manner of sale and will not be obligated to seek or obtain any minimum price;
  - (iii) neither ORE nor the subsidiary or affiliate, nor the broker or agent will be liable for any loss arising out of any sale of such Common Shares, including any loss relating to the pricing, manner of timing of such sales or any delay in transferring any Common Shares to a Eligible Participant or otherwise; and
  - (iv) the sale price of Common Shares will fluctuate with the market price of the Common Shares and no assurance can be given that any particular price will be received upon any sale.
- (f) It is the responsibility of the Eligible Participant to ensure that they adhere to tax legislation in their jurisdiction regarding the reporting of benefits derived from the exercise of options.
- (g) In the event any taxation authority should reassess ORE or a subsidiary or affiliate for failure to have withheld income tax, or other similar payments from the Eligible Participant, pursuant to the provisions herein, the Eligible Participant shall reimburse and save harmless ORE, the subsidiary or affiliate for the entire amount assessed, including penalties, interest and other charges.

**14. ADJUSTMENTS IN SHARES SUBJECT TO THE 2016 PLAN**

For the purposes of Section 14, any reference to the Board does not include a reference to a Committee.

- (a) **Adjustment.** Subject to this section 14, the aggregate number and kind of shares or other securities available or issuable under this 2016 Plan shall be appropriately and equitably adjusted in the event of an arrangement, reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares or other securities of ORE. The options granted under this 2016 Plan may contain such provisions as the Board may determine with respect to adjustments to be made in the number and kind of shares covered by such options and in the option price in the event of any such change.
- (b) **Effect of Take-Over Bid.** If a bona fide offer (the “Offer”) for Common Shares is made to a Eligible Participant or to shareholders generally or to a class of shareholders which includes a Eligible Participant, which Offer, if accepted in whole or in part, would result in the offeror exercising control over ORE within the meaning of the Ontario *Securities Act*, then ORE shall, if instructed by the Board in its sole discretion, notify each Eligible Participant of the full particulars of the Offer. The Board will have the sole discretion to amend, abridge or otherwise eliminate any vesting terms, conditions or schedule so that despite the other terms of this 2016 Plan, any options granted under this 2016 Plan may be exercised in whole or in part by Eligible Participants so as to permit Eligible Participants to tender the Common Shares received upon the exercise of options (the “**Optioned Shares**”) pursuant to the Offer. If:
  - (i) the Offer is not complied with within the time specified therein;
  - (ii) the Eligible Participant does not tender the Optioned Shares pursuant to the Offer;  
or
  - (iii) all of the Optioned Shares tendered by the Eligible Participant pursuant to the Offer are not taken up and paid for by the offeror in respect thereof;

then, at the discretion of the Board, the Optioned Shares or, in the case of clause (iii) above, the Optioned Shares that are not taken up and paid for, shall be returned by the Eligible Participant and reinstated as authorized but unissued Common Shares and the terms of the option as set forth in this 2016 Plan and the Notice shall again apply to the Option. If any Optioned Shares are returned to ORE under this Section, ORE shall refund the exercise price to the Eligible Participant for such Optioned Shares.

- (c) **Effect of Reorganization, Amalgamation, Merger, etc.** If there is a consolidation, reorganization, merger, amalgamation or statutory amalgamation or arrangement of ORE with or into another corporation, a separation of the business of ORE into two or more entities or a transfer of all or substantially all of the assets of ORE to another entity, at the discretion of the Board, upon the exercise of an option under this 2016 Plan, the holder thereof shall be entitled to receive any securities, property or cash which the Eligible Participant would have received upon such consolidation, reorganization, merger, amalgamation, statutory amalgamation or arrangement, separation or transfer if the Eligible Participant had exercised his option immediately prior to the applicable record date or event, as applicable, and the exercise price shall be adjusted as applicable by the Board, unless the Board otherwise determines the basis upon which such option shall be exercisable, and any such adjustments shall be binding for all purposes of this 2016 Plan. Notwithstanding any other term of this 2016 Plan, the Board has the sole discretion to amend, abridge or eliminate any vesting terms, conditions or schedule or to otherwise

amend the conditions of exercise so that any such option may be exercised in whole or in part by the Eligible Participant so as to entitle the Eligible Participant to receive any securities, property or cash which the Eligible Participant would have received upon such consolidation, reorganization, merger, amalgamation, statutory amalgamation or arrangement, separation or transfer if the Eligible Participant had exercised his Option immediately prior to the applicable record date or event.

**15. RIGHTS PRIOR TO EXERCISE**

An Eligible Participant shall have no rights whatsoever as a shareholder in respect of any Common Shares (including any right to receive dividends or other distributions therefrom or thereon) other than in respect of Common Shares in respect of which the Eligible Participant shall have exercised the option to purchase hereunder and which the Eligible Participant shall have actually taken up and paid for in full. For greater certainty a holder of an option under this 2016 Plan shall not be permitted to vote on any arrangement of ORE proposed to the holders of Common Shares of ORE.

**16. NO CONTINUED SERVICE**

The granting of an option to an Eligible Participant under this 2016 Plan shall not impose upon ORE, any subsidiary or any affiliate any obligation whatsoever to retain the Eligible Participant as a service provider of such entity.

**17. GOVERNING LAW**

This 2016 Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario.

**18. EXPIRY OF OPTION**

On the expiry date of any option granted under this 2016 Plan, and subject to any extension of such expiry date permitted in accordance with this 2016 Plan, such option shall forthwith expire and terminate and be of no further force or effect whatsoever, or as to the Common Shares in respect of which the option has not been exercised.

**19. SUPREMACY**

To the extent there is any inconsistency between this 2016 Plan and Exchange Rules, the Exchange Rules shall prevail.

**20. EFFECTIVE DATE OF THE 2016 PLAN**

This 2016 Plan becomes immediately effective on the date that the last of the following approvals is received:

- (a) the approval of a majority of the Board; and
- (b) the approval of the shareholders of ORE.

**21. APPROVAL**

- (a) Unless Exchange Rules otherwise provide, this 2016 Plan must receive the approval of shareholders at the annual general meeting of ORE for that year.
- (b) Where any shareholder approval required in this 2016 Plan is required to be Disinterested Shareholder Approval, such approval must be determined and calculated as required by Exchange Rules.
- (c) This 2016 Plan was:
  - (i) duly approved, ratified and confirmed by the Board on May 17, 2016.
  - (ii) was duly approved by the shareholders of ORE on June 21, 2016.

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**OREZONE**

TSXV: ORE