



**Orezone Gold Corporation  
(the "Company")**

**Majority Voting Policy**

The Board of Directors of the Company 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 or her election as a director will tender his or her resignation to the board promptly following the shareholders' meeting.

The Corporate Governance, Nominating and Compensation Committee (the "**Committee**") will consider the offer of resignation and will make a recommendation to the board on whether to accept it. The board will make its final decision and announce this decision in a press release within ninety days following the Meeting. A director who tenders his or her resignation pursuant to this policy will not participate in any meeting of the board or the Committee at which the resignation is considered.