



Mandate of the Corporate Governance, Nominating and Compensation Committee

Purpose

The Corporate Governance, Nominating and Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Orezone Gold Corporation (the "**Corporation**") is appointed by the Board to assist the Corporation in:

- (a) fulfilling its respective corporate governance responsibilities under applicable securities laws, instruments, rules and policies and regulatory requirements (collectively "**Applicable Laws**");
- (b) identifying and recommending new nominees for election to the Board; and
- (c) assisting the Board in setting director and Senior Executives (as defined below) compensation and to develop and submit to the Board recommendations with respect to such other employee benefits as considered advisable the Corporation and the Board.

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A. Composition

1. The Committee shall be composed of three or more directors as designated by the Board from time to time.
2. The Chair of the Committee (the "**Chair**") shall be designated by the Board or the Committee from among the members of the Committee.
3. The composition of the Committee shall comply with all Applicable Laws. Each member of the Committee shall be independent within the meaning of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**").
4. Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the Board.

5. The Chair should:
- (a) provide leadership to the Committee and oversee the functioning of the Committee;
 - (b) chair meetings of the Committee (unless not present), including *in-camera* sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
 - (c) in consultation with the Chair of the Board and the members of the Committee, establish dates for holding meetings of the Committee;
 - (d) set the agenda for each meeting of the Committee with input from other members of the Committee, the Chair of the Board, the Lead Director, if any, and any other appropriate individuals;
 - (e) ensure that Committee materials are available to any director upon request;
 - (f) act as a liaison, and maintain communication, with the Chair of the Board, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
 - (g) report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board;
 - (h) in conjunction with the Chair of the Board or the Lead Director, if any, provide leadership to ensure that the Board functions independently of the senior officers;
 - (i) assist the members of the Committee to understand and comply with this mandate;
 - (j) together with the Chair of the Board and Lead Director, if any, assist the Board, the committees of the Board, individual directors and the senior officers in understanding and complying with the approach to corporate governance of the Corporation established by the Board from time to time;
 - (k) foster ethical and responsible decision making by the Committee;
 - (l) together with the applicable committees of the Board, oversee the structure, composition and membership of, and activities delegated to, each committee of the Board (including the Committee) from time to time;
 - (m) ensure appropriate information is provided to the Committee by the senior officers of the Corporation to enable the Committee to function effectively and comply with this mandate;
 - (n) ensure that appropriate resources and expertise are available to the Committee;
 - (o) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with Applicable Laws;

- (p) facilitate effective communication between the members of the Committee and the senior officers of the Corporation;
- (q) promote best practices and high standards of corporate governance;
- (r) together with the Lead Director, if any, maintain and enhance the quality of the approach to corporate governance of the Corporation established by the Board from time to time;
- (s) attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee;
- (t) in the event a Chair of the Board and a Lead Director are not appointed by the Board at the first meeting of the Board following the annual meeting of shareholders each year, serve as the interim Chair of the Board until a successor is appointed; and
- (u) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

B. Meetings

1. The Committee shall meet at least once in each financial year of the Corporation. The Committee shall meet otherwise at the discretion of the Chair or a majority of the members of the Committee, or as may be required by Applicable Laws.
2. A majority of the members of the Committee shall constitute a quorum present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
3. The Committee shall hold an in-camera session without any directors who are not independent within the meaning of NI 52-110 and any senior officers present at each meeting of the Committee, unless such a session is not considered necessary by the members present.
4. The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, email or other electronic communication at least 48 hours prior to the time of the meeting. However, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference, or other communication equipment, if those absent waive notice or otherwise signify their consent to the holding of such meeting or the meeting is an adjourned meeting.
5. Members may participate in a meeting of the Committee by means of telephone or web conference, or other communication equipment which allows all of the members to communicate with each other.
6. The Committee shall keep minutes of all meetings, which shall be available for review by the Board.
7. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.

8. The Committee may invite such other directors, senior officers and employees of the Corporation and such other advisors and persons as is considered advisable to attend any meeting of the Committee.
9. Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts and by electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.
10. The Committee shall report its determinations and recommendations to the Board.

C. Resources and Authority

The Committee has the authority to:

- (a) engage, at the expense of the Corporation, independent counsel and other experts or advisors (including but not limited to, compensation consulting firms) as is considered advisable;
- (b) determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee; and
- (c) conduct any investigation considered appropriate by the Committee; and to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee.

D. Corporate Governance: Related Party Transaction, Majority Voting Policy, Share Ownership

1. The Committee is responsible for overseeing the establishment and implementation of the Corporation's corporate governance policies and practices and for monitoring, at least on an annual basis, the Corporation's performance against such policies and practices as well as Applicable Laws. In addition, the Committee is responsible for the following:

Related Party Transaction

2. The Committee is responsible for:
 - (a) considering, or presenting to the Board for consideration, any transaction involving the Corporation and any "related party" as that term is defined in Applicable Laws (each a "**Related Party Transaction**");
 - (b) monitoring any Related Party Transaction and reporting to the Board on a regular basis regarding the status of any Related Party Transaction; and
 - (c) if considered advisable, establishing guidelines and parameters within which the Corporation shall be entitled to engage in Related Party Transactions without the specific prior approval of the Committee or the Board.

Majority Voting Policy

3. In the event any resignation is submitted in accordance with this Majority Voting Policy (the "**Policy**"), the Committee shall consider whether or not to accept the resignation and shall recommend to the Board whether or not to accept it. In considering whether or not to accept the resignation, the Committee will consider all factors deemed relevant by the Committee, including, without limitation, the stated reasons, if any, why shareholders of the Corporation withheld votes from the election of that nominee, the length of service and the qualifications of the director whose resignation has been submitted, such director's contribution to the Corporation, the Corporation's governance guidelines and the rules of the TSX Venture Exchange.
4. The Committee will advise the Corporation to promptly issue a news release with the Board's decision, fully stating the reasons for the decision if the Board determines not to accept the resignation.
5. In the event that a majority of the Committee members receive a greater number of votes withheld than the votes for such members at the same meeting of shareholders, then the remaining members of the Committee, if any, shall not consider the resignation(s) and the Board shall consider whether or not to accept the resignation(s) without a recommendation from the Committee.
6. The Committee and Board may adopt such procedures as they see fit to assist it in their determinations with respect to the Policy.
7. The Committee should review and assess the adequacy of the Policy from time to time, and submit any proposed amendments to the Board for consideration.

Share Ownership

8. The Committee should review and make a recommendation to the Board with respect to any share ownership guidelines applicable to the Senior Executives and the directors, and annually review the shareholdings of the Senior Executives and directors based on such guidelines established from time to time.

E. Nominations and Board Effectiveness

1. The Committee should annually assess the effectiveness of the Board as a whole, its committees and individual directors based upon:
 - (a) for directors and committees, the mandate of the Board and the mandate of the applicable committee, respectively;
 - (b) for individual directors, their respective position descriptions, if any, as well as the competencies, skills, experience and independence which such director is expected to bring to the Board; and
 - (c) such other factors as the Committee determines are relevant.
2. The Committee, in consultation with the Chair of the Board or Lead Director, if any, should review the committees of the Board, the Chairs of such committees and the mandates of such committees and make such recommendations thereon to the Board as considered advisable.

3. The Committee should:
 - (a) consider from time to time the desirable number of directors of the Corporation;
 - (b) identify and recommend to the Board, from time to time, proposed nominees to be directors of the Corporation, based upon the following considerations:
 - (i) the competencies, skills, experience and independence necessary for the Board as a whole to possess;
 - (ii) the competencies, skills, experience and independence necessary for each individual director to possess;
 - (iii) the competencies, skills, experience and independence which each new nominee to the Board is expected to bring;
 - (iv) the diversity of the Board, including identification and nomination of women, Indigenous peoples, persons with disabilities, and members of visible minorities; and
 - (v) whether each proposed nominee to the Board will be able to devote sufficient time and resources to the Corporation; and
 - (c) consider from time to time a skills matrix for the Board, which should include the competencies and skills which each individual director possesses.
4. If a Lead Director of the Board is required or considered advisable by the Board, the Committee will recommend a candidate for the position of Lead Director from among the independent members of the Board.
5. The Committee should:
 - (a) monitor from time to time the appropriateness of implementing structures, or of the structures implemented, to ensure that the Board can function independently of the senior officers of the Corporation;
 - (b) provide an orientation and education program for new directors which advises them of:
 - (i) the role of the Board and its committees;
 - (ii) the nature of the business and affairs of the Corporation; and
 - (ii) the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments;
 - (c) provide continuing education opportunities to existing directors so that individual directors can maintain and enhance their skills and ensure that their knowledge of the business and affairs of the Corporation remains current; and
 - (d) respond to, and if appropriate, authorize requests by, individual directors to engage independent counsel or other experts or advisors at the expense of the Corporation.

F. Compensation and Remuneration

Remuneration of Senior Executives

1. The Committee will be guided by the following principles with respect to compensation:
 - (a) to offer competitive compensation to attract, retain and motivate qualified executives in order for the Corporation to achieve the strategic plan and budget approved by the Board from time to time; and
 - (b) to act in the best interests of the Corporation by being financially responsible.
2. The Committee is responsible for:
 - (a) reviewing and making recommendations to the Board with respect to the compensation policies and practices of the Corporation;
 - (b) annually reviewing and recommending to the Board for approval the base remuneration of the senior officers of the Corporation, namely, the President and Chief Executive Officer (the "**CEO**"), the Chief Financial Officer (the "**CFO**"), the Chief Operating Officer (the "**COO**"), any Vice-President and any other employee of the Corporation having a comparable position as may be specified by the Board (collectively the "**Senior Executives**"), with such review being carried out in consultation with the CEO, other than the remuneration of the CEO;
 - (c) reviewing the goals and objectives of the CEO, the CFO and the COO for the next financial year of the Corporation and providing an appraisal of the performance of the CEO, the CFO and the COO following the completion of each financial year;
 - (d) meeting with the CEO on at least an annual basis to discuss goals and objectives for the other Senior Executives, their compensation and performance;
 - (e) reviewing and making a recommendation to the Board on the hiring or termination of any Senior Executive, on any special employment contract containing or including any retiring allowance, or on any agreement to take effect or provide for the payment of benefits in the event of a termination or change of control of the Corporation, affecting a Senior Executive or any other employee of the Corporation, or any amendment to any such contract or agreement;
 - (f) making, on an annual basis, a recommendation to the Board as to any bonuses or awards to be made to Senior Executives, including under any compensation plan or employment contract of such a Senior Executive; and
 - (g) on an annual basis, comparing the total remuneration (including benefits) and the main components thereof of the Senior Executives with the remuneration of peers in the same industry, with such comparison being carried out on an informal or formal basis, at the discretion of the Committee.

Remuneration of Directors

3. On an annual basis, the Committee should review and make a recommendation to the Board with respect to the remuneration of directors.

Compensation Plans

4. The Committee is responsible for:
 - (a) ensuring that any required regulatory approval and shareholder approval is obtained for any compensation plan of the Corporation;
 - (b) overseeing the compensation plans of the Corporation; and
 - (c) determining those directors, Senior Executives, other employees and consultants of the Corporation who are entitled to participate in the compensation plans of the Corporation, the number of options, common shares, restricted shares or other securities of the Corporation allocated to each participant under each such plan, if any, and the time or times when the ownership of such options, common shares or other securities will vest for each participant, and administering all matters relating to any compensation plan of the Corporation, including any bonus plan, to which the Committee has been delegated authority pursuant to the terms of such plan by the Board.

Compensation Disclosure

5. The Committee should review and make a recommendation to the Board with respect to any disclosure related to executive compensation in any management information circular of the Corporation for any meeting of the shareholders of the Corporation, including any executive compensation disclosure required by Applicable Laws.

G. Other Responsibilities

1. The Committee should review and assess the adequacy of this mandate from time to time, and at least annually, and submit any proposed amendments to the Board for consideration. The Committee should review and assess the adequacy of any other mandate, position description, code or previously approved policy of the Corporation as considered advisable or as specifically requested by the Board.
2. The Committee should perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

**Reviewed and approved by the Board of Directors
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