OREZONE

OREZONE GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2019

This Management's Discussion and Analysis ("MD&A") was prepared by management, and was reviewed and approved by the Board of Directors ("Board") on May 23, 2019, the date of this MD&A. The following discussion of performance, financial condition and future prospects should be read in conjunction with the condensed consolidated interim financial statements for the three month period ended March 31, 2019 ("Interim Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts in this MD&A are in United States dollars, unless otherwise specified. References to "$" or "US$" are to United States dollars, references to "C$" are to Canadian dollars and references to "CFA" are to Communauté Financière Africaine francs. The functional currency for each entity consolidated with the Company is determined by the currency of the primary economic environment in which it operates (the "functional currency"). The Company's functional currency is the Canadian dollar. Throughout this document, abbreviations "M" means millions, "K" means thousands, "km" means kilometres, and "m" means metres.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out exploration and development programs or the need for future financing are forward-looking statements. Statements regarding the potential for expansion of current mineral resources, expected results including, but not limited to, targeted economic parameters and production levels for Bomboré, planned expenditures on the Company's projects and the potential timing and milestones required to become a gold producer are also forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language at the end of this MD&A.

Corporate Information

The Company was incorporated under the *Canada Business Corporations Act* and has a Tier 1 listing on the TSX Venture Exchange ("TSXV") under the symbol "ORE".

The Company is engaged in the exploration and development of gold properties in Burkina Faso, West Africa, focusing on its 90%-owned flagship multi-million ounce Bomboré gold project ("Bomboré" or "Bomboré Project"). The Company's strategic plan is to bring the Bomboré Project into production with forecasted first gold pour by Q2-2021.

Q1-2019 Highlights

1. **Progress on Phase II Sulphide Expansion Feasibility Study ("2019 FS")**

- The Company has continued work with its leading team of external engineering firms on its update of the 2018 FS to evaluate and quantify the economics of including a staged higher-grade sulphide expansion ("Phase II Sulphide Expansion") to complement the oxide mine plan in the 2018 FS. The Company is expecting to selectively mine defined higher-grade higher-margin shallow sulphide zones directly beneath the existing oxide reserves and from the nearby P17S satellite deposit starting in Year 3 of the oxide mine plan. The expansion will also include the processing of lower-transition oxides, which require minimal drill and blast.
- During the quarter, the Company made significant progress on the mine plan and mineral reserves, sulphide plant design and layout, and capital cost estimates for the 2019 FS. Laboratory metallurgical test work on additional samples of the sulphide material was also completed which included select environmental test work programs. Design work on the project's water management and waste containment structures along with the evaluation of the project's economics will be advanced and finalized in Q2-2019.
- The Company is on track for the release of the 2019 FS results in late June 2019 with filing of the associated NI 43-101 technical report to follow in July 2019.

2. Bomboré Resettlement Action Plan ("RAP") and Community Programs

- Access to key areas of the project within the mining lease requires the relocation of several villages to nearby resettlement sites under the RAP. The Company obtained government approval to commence construction of new homes for the RAP in February 2019 and local contractors began building homes in March 2019 on three resettlement sites.
- Phase I RAP is on the critical path and remains on schedule. Construction of private homes and latrines, and public buildings under Phase I is scheduled for completion by the end of 2019. The Company has negotiated with local companies for the construction of additional private homes and public buildings. Subsequent to Q1-2019, the Company signed new contracts covering nearly all of the outstanding construction work required under Phase I RAP.
- Community support for the Bomboré Project and its activities remain strong. To maintain this support, the Company continues to invest in local livelihood restoration programs and on community assistance projects. In particular, the Company has contributed resources towards educational, social, business and employment initiatives such as:
    - Local Hiring and Training – In coordination with contractors and community leaders, the Company has completed several training programs and has helped organize a large pool of workers from surrounding communities to assist RAP contractors in fulfilling their commitments made to the Company to maximize local recruitment. The Company continues to provide vocational training (i.e. training of artisans, drivers, and heavy equipment operators) to residents of the local communities in order to improve their employment opportunities.
    - Education – The Company has provided funding for the opening of literacy centres in two local towns and donation of building materials for a local school.
    - Business Promotion – The Company has provided training and resources to participants to support local chicken breeding, soap making, agricultural gardens and tree nurseries to enable households to supplement their income generating capacity.
    - Social and Health – The Company has donated equipment to assist with the delivery of medical services by local clinics, provided three ambulance vehicles and provided training to first responders.

3. Bomboré Early Works and Pre-Construction Readiness

- On February 21, 2019, the Company announced a revised project development schedule. The revised schedule was prepared after a detailed review of all project development and construction activities in order to minimize project execution risks and to improve capital deployment by delaying expenditures where possible and minimizing impact on overall schedule. Forecasted first gold pour is now in Q2-2021.
- The Company completed front-end engineering and design ("FEED") for the oxide component of the Bomboré Project during the current quarter. The FEED deliverables included finalized plant site layouts, project design specifications, delivery times and formal cost quotes of major equipment packages which have better defined quantity take-offs, and provided more precise cost and schedule estimates.
- The Company finished certain camp upgrades carried over from 2018 in preparation of the current RAP and the main project construction in 2020. These upgrades included a kitchen expansion, a new accommodation block, reinforcement of perimeter fencing, new security barracks, and improvements to the main access road.

4. Bomboré Permitting Activities

- In February 2019, the Company commenced environmental assessment studies for the Phase II Sulphide Expansion with the appointment of Antea Group ("Antea"), an internationally recognized environmental consulting firm with offices in Burkina Faso. Study work is on-going with various consultants under the direction of Antea with compilation of the permit application for P17S and the sulphide expansion expected by the end of Q2-2019, and submission to the regulatory authorities to follow in Q3-2019. The permit application will also include the previously excluded Restricted Zones for future mining in the mining lease.

5. Financing Activities

- The Company has selected Cutfield Freeman and Company Ltd. ("CF") as its financial advisor to assist with its project debt raising efforts for Bomboré, building on early discussions with lenders undertaken by management in Q3-2018.

Activities are expected to ramp-up once the Company nears completion of its 2019 FS which will form the basis of negotiations and due diligence review with potential financiers.

6. **Organizational Changes**

- On March 15, 2019, the Company announced the appointment of Louis Archambeault as VP Corporate Development and Strategy, and Ryan Goodman as VP Legal and Administration, and the departure of Tim Miller as COO and Joe McCoy as VP Administration.
- The Company is currently recruiting for an experienced site-based Project Manager and expects to make an announcement on this position in early Q3-2019.

2019 Objectives and Outlook

The Company's 2019 objectives and outlook is to ensure that the Company remains on schedule to pour first gold from its Bomboré Project by Q2-2021. The Company's 2019 objectives and outlook as previously disclosed in its 2018 annual MD&A are as follows:

- Release the results of the 2019 FS by the end of Q2-2019 with the filing of the NI 43-101 technical report in Q3-2019;
- Completion of Phase I RAP construction by end of 2019 to allow access for the start of the Off-Channel Reservoir ("OCR") excavation, Tailings Storage Facility ("TSF") construction, and plant site earthworks in early 2020. Phase II RAP is deferred to 2020.
- Completion of FEED in Q1-2019 with restart of EPCM services by external engineering firms in Q4-2019.
- Advancement of the sulphide expansion, P17S, and Restricted Zones permitting with launch of Environmental and Social Impact Assessment ("ESIA") study in 2019 and planned ESIA submission in Q3-2019.
- Completion of on-going project early works to support RAP construction activities and permitting studies.
- Issuance of a full Bomboré mineral resource update by P&E Mining Consultants Inc., inclusive of all drilling completed to 2018 in Q3-2019.
- Secure debt package for the debt financing component of the Bomboré Project budget by the end of 2019.
- No exploratory drilling is planned in 2019 as the Company expects to deploy its cash resources toward the advancement and construction of Bomboré. However, the Company does anticipate completion of a minor definition drill program in Q2-2019 of select mining areas as part of on-going mine planning activities and to further test the continuity of previously defined shallow high-grade structures in the oxide pits.

The Company re-affirms that it is still on target to achieve its aforementioned 2019 objectives that remain to be completed.

2019 Forecasted Expenditures

The Company expects 2019 project expenditures to be in the range of $24.0 to $26.0 million which will include costs for the finalization of early stage project works, FEED completion, construction of Phase I RAP resettlement villages and associated infrastructure, and advancement of permitting efforts for the sulphide expansion and P17S satellite deposit. The Company anticipates a further spend of $5.0 million for corporate G&A, the 2019 FS report, and project financing efforts.

The 2019 forecasted expenditures are based on budgeted exchange rates of 550 CFA and 1.30 C$ to one US$, respectively.

As of March 31, 2019, the Company had a cash balance of $27.5M and no debt, and is well-funded to carry out its 2019 planned activities.

Bomboré Gold Project

The Company's material property is the Bomboré Project, the largest undeveloped gold deposit in Burkina Faso, West Africa. Gold resources occur at surface in several zones contained within a gold-in-soil anomaly that extends virtually uninterrupted for 14 km. The property is comprised of a block of contiguous permits totalling 15,029 hectares ("ha") located in the Ganzourgou Province, Burkina Faso, approximately 85 km east of the capital city of Ouagadougou.

The property is readily accessible by a paved national highway RN4 and is in an area of moderate population density supported by local infrastructure that includes access to sufficient water from seasonal streams, modern communications, a local labour force in the nearby town of Mogtédo, and a large pool of skilled in-country contractors and consultants from the country's burgeoning mining sector.

The Bomboré Project benefits from a large oxide resource (average depth of 45 m) that sits above a large sulphide resource. The average depth of over 520,000 m of drilling to date is 120 m and the sulphide resource reaches depths of up to 240 m within the CIL optimized pit shells that constrain the resource.

In accordance with the Burkina Faso mining laws, the Government of Burkina Faso has a 10% carried equity interest in Orezone Bomboré SA ("OBSA"), the Company's subsidiary that holds the mining permit for the Bomboré Project.

2018 Feasibility Study

On July 9, 2018, the Company announced the results of an updated NI 43-101 FS on the Bomboré Project. The NI 43-101 report dated August 23, 2018 was filed with securities regulators on August 23, 2018. The 2018 FS was prepared for the Company under the direction of Lycopodium Minerals Canada Ltd. ("Lycopodium"), an independent, well-recognized international engineering firm with extensive project experience in West Africa. The principal contributors to the FS are as follows:

Contributor	Scope
Orezone Gold Corporation	Project history, metallurgical testwork, resettlement
Lycopodium	Metallurgy testwork interpretation, process plant, project infrastructure, project development plan, compilation of capex and opex, financial modelling, coordination and compilation of FS report
Roscoe Postle Associates Inc.	Geology, mineral resources
AMC Consultants ("AMC")	Mining, reserve statement
Knight Piésold Consulting ("KP")	Tailings storage facility, water management and supply
WSP Global Inc.	Environment, permitting and community relations

<u>2018 FS Economics and Highlights</u>

Using the base case assumptions of $1,275 per gold ounce and an exchange rate of 550 CFA:1 US$, the project economics (on a 100% basis) were as follows:

- Pre-tax $NPV_{5\%}$ of $315 million and an IRR of 59% with a 1.3 year payback (from start of operations)
- After-tax $NPV_{5\%}$ of $223 million and an IRR of 42% with a 1.7 year payback (from start of operations)
- Mine life approaching 13 years with LOM gold production of 1.02 million ounces and an average annual gold production of 103,000 ounces in the first seven years
- Initial project construction cost estimate of $144 million with a 24-month construction period (includes six months allotted for upfront resettlement activities)
- LOM sustaining capital costs of $59 million
- LOM cash costs of $677/oz with cash costs of $445/oz in the first three years
- LOM AISC of $746/oz with AISC of $485/oz in the first three years

Mineral Resources (Inclusive of Mineral Reserves)

Mineral Resources Statement for the Bomboré Deposit, Burkina Faso, West Africa, RPA, January 5, 2017

		Measured Mineral Resource			Indicated Mineral Resource			Measured and Indicated Mineral Resource			Inferred Mineral Resource		
Material Type	**Cutoff gpt**	**Tonnes Mt**	**Grade gpt**	**Gold koz**	**Tonnes Mt**	**Grade Gpt**	**Gold koz**	**Tonnes Mt**	**Grade gpt**	**Gold koz**	**Tonnes Mt**	**Grade gpt**	**Gold koz**
Oxide+Tran HG	0.45	**16.9**	**0.94**	**513**	**36.5**	**0.83**	**974**	**53.4**	**0.87**	**1,487**	**4.8**	**0.77**	**117**
Oxide+Tran LG	0.2 to 0.45	18.5	0.33	196	50.1	0.33	531	68.6	0.33	727	16.4	0.29	151
Total Oxide+Tran	**0.20**	**35.4**	**0.62**	**709**	**86.7**	**0.54**	**1,505**	**122.0**	**0.56**	**2,214**	**21.2**	**0.39**	**268**
Fresh HG	0.50	**2.3**	**1.18**	**87**	**68.7**	**0.96**	**2,121**	**71.0**	**0.97**	**2,208**	**20.1**	**0.97**	**630**
Fresh LG	0.38 to 0.5	0.8	0.43	11	24.2	0.43	337	25.0	0.43	348	6.9	0.43	96
Total Fresh	**0.38**	**3.1**	**0.99**	**97**	**93.0**	**0.82**	**2,458**	**96.0**	**0.83**	**2,556**	**27.0**	**0.84**	**726**
Total HG		**19.2**	**0.97**	**600**	**105.3**	**0.91**	**3,095**	**124.5**	**0.92**	**3,695**	**24.9**	**0.93**	**747**
Total LG		19.2	0.33	206	74.4	0.36	868	93.6	0.36	1,075	23.3	0.33	246
Total HG + LG		**38.4**	**0.65**	**806**	**179.6**	**0.69**	**3,964**	**218.1**	**0.68**	**4,770**	**48.2**	**0.64**	**994**

Notes: 1. CIM definitions were followed for Mineral Resources. 2. HG indicates material above the higher-grade cutoffs, LG indicates low grade material between the high grade and breakeven cutoff grades. 3. Mineral Resources are estimated at variable cutoff grades depending on weathering layer and location. 4. Mineral Resources are estimated using a long-term gold price of US$1,400 per ounce. 5. A minimum mining width of approximately 3 m was used. 6. Bulk densities vary by material type. 7. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. 8. Numbers may not add due to rounding. 9. The effective date of this Mineral Resource statement is January 5, 2017.

The 2018 FS mine plan was based on the above 2017 mineral resource estimate for Bomboré. The Company is currently working on updating the Bomboré mineral resource estimate by incorporating new and encouraging results from infill and step out drilling on both oxide and sulphide targets completed in 2016 to 2018, and the re-inclusion of previously excluded resources in the Restricted Zones. The Company expects to release an updated mineral resource estimate in Q3-2019.

Mineral Reserves

The Proven and Probable Mineral Reserves are the economically minable portions of the Measured and Indicated Mineral Resources as supported by the 2018 FS. The Mineral Reserves used in the 2018 FS considered only the saprolite and upper transition oxide layers of the Mineral Resources to an average depth of 45 m with no inclusion for the underlying lower transition and sulphide portions of the Bomboré mineral deposit.

Mineral Reserve Estimate – AMC, July 9, 2018

Category	**Proven**			**Probable**			**Proven & Probable**		
	Tonnes	**Gold Grade**	**Gold Ounces**	**Tonnes**	**Gold Grade**	**Gold Ounces**	**Tonnes**	**Gold Grade**	**Gold Ounces**
	Mt	**g/t Au**	**Koz Au**	**Mt**	**g/t Au**	**Koz Au**	**Mt**	**g/t Au**	**Koz Au**
North	21.35	0.68	466	19.54	0.57	356	40.89	0.63	823
South				14.92	0.67	322	14.92	0.67	322
Southeast	0.19	0.85	5				0.19	0.85	5
Total	**21.54**	**0.68**	**472**	**34.47**	**0.61**	**678**	**56.00**	**0.64**	**1,149**

1. Mineral Reserves have been estimated in accordance with the CIM Definition Standards.
2. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.
3. Mineral Reserves are estimated at an average long-term gold price of US$1,250.
4. Mineral Reserves are reported effective July 9, 2018.

Mining

The 2018 FS envisions a shallow free-dig (no requirement for drill and blast) open pit mining operation across multiple pits over the LOM. Mining will be by local contractor(s) using a conventional diesel-hydraulic excavator fleet, and small 30-tonne and 50-tonne road type rear-dump truck units.

The Company worked with AMC to develop a mine plan and production schedule to optimize project returns by processing higher-grade ore in the early years and stockpiling lower-grade ore for processing after mining is completed in Year 11.

Total ore processed, including lower-grade stockpiles, will be 56.0M tonnes ("Mt") grading an average gold of 0.64 grams per tonne ("g/t"). The LOM strip ratio is 1.68:1.

Mineral Processing

Due to the soft, fine-grained oxide ore in the 2018 FS mine plan, the processing plant has been designed as a CIL operation without the need for crushing and only minimal grinding to achieve LOM plant recovery in excess of 89%. A single-stage ball mill, in closed circuit with hydrocyclones, will be utilized to attain the optimal grind size of 80% passing below 125 microns with the ball mill discharge reporting to a seven-stage CIL circuit for gold recovery. Residence time within the CIL tanks will be 24 hours due to the fast leach kinetics of the ore. Gold will be recovered in a standard carbon desorption (Zadra) plant, finishing with electrowinning and smelting to produce gold doré bars.

The CIL tails will be thickened to recover process water and then pumped to a HDPE-lined TSF. The TSF is a fully lined facility and of downstream construction, designed to be zero discharge, with water recovered in a decant tower and returned to the process water tank at the plant.

The processing plant will operate 365 days per year with ore throughput of 4.5M tpa over the LOM (design throughput has since been increased to 5.2M tpa in the 2019 FS – see "Project Enhancement Opportunities" below).

Project Infrastructure

Bomboré is located in a mining-friendly jurisdiction and is favourably situated near the capital city of Ouagadougou. Burkina Faso has experienced rapid development of its mining sector over the past decade, which has contributed to the growth of available mining contractors, suppliers and skilled labour. These project characteristics will help to keep construction and operating costs low. Additional infrastructure items pertaining to water supply, power and accommodations are described below:

(a) **Water Supply:** Raw water will be sourced from the seasonal Nobsin River during a portion of each wet season and diverted by a permanent weir into an OCR. The OCR is essentially one of the mine pits excavated early and designed to hold sufficient water for the project on an annual basis. The amount of water that will be harvested each year will be a minor portion of the streamflow and will not negatively impact downstream users.

(b) **Power Supply:** A heavy-fuel oil (HFO) power station will be constructed at the process plant by an independent power provider under a build-own-operate agreement. Overhead transmission lines of 11kV will be constructed from the power station to the TSF, OCR, accommodation camp, and the mining contractor's area.

(c) **Offices and Accommodation:** The existing 76-bed camp will be augmented by a new 18-bed private room accommodation block for senior staff. A fully functioning kitchen and dining facility are in place and are operated by a catering and accommodation service provider. All offices and communication systems are in place and will require minimal upgrading.

In Ouagadougou, the Company owns a fully functional office and warehouse facility which will serve as a management and logistics base for the Bomboré operation. Administrative functions such as procurement, accounting and government relations will be based out of the Ouagadougou office to reduce the burden on site facilities.

Capital Costs

The initial construction costs for Bomboré are estimated at $144.0M before the pre-production period build-up of ore stockpiles in working capital, and operating costs and revenues from gold produced during the three-month commissioning period. Inclusive of these amounts, total upfront project costs are estimated at $155.0M.

Project Capital Area	**US$ M**
Process Plant	45.3
Infrastructure	16.2
Mining	1.2
Construction Indirects	13.2
EPCM	11.6
Resettlement Action Plan	24.3
Owner's Costs	21.5
Subtotal	**133.3**

Project Capital Area	US$ M
Contingency	10.5
Total Initial Construction Costs	**143.8**
Working Capital (ore stockpiles)	33.7
Pre-production Operating Costs	8.5
Pre-production Gold Sales	-31.2
Total Upfront Costs	**154.8**

LOM sustaining capital costs are estimated at $59.0M, predominantly for staged expansions of the TSF. Closure costs, net of salvage value, at the end of mine life are estimated at $12.0M.

Area	US$ M
Tailings and Water Management	57.8
Mining	1.2
Total Sustaining Capital Costs	**58.9**
Reclamation and Closure	14.5
Salvage Value	-2.3
Total Sustaining Capital and Closure Costs	**71.1**

Operating Costs

LOM site-based operating costs are estimated at $11.18 per ore tonne processed, benefitting from the low abrasion, fine-grained, free-dig nature of the ore in the 2018 FS mine plan which will be mined without the need for drill and blast in the pits, and will only require minimal grinding to achieve the desired grind size for leaching in the CIL circuit.

Description	Total Costs ($M)	$/tonne processed	$/ounce
Mining	257.0	4.59	251
Processing	275.8	4.92	269
Site G&A	93.6	1.67	91
Refining and transport	1.5	0.03	2
Government royalties	65.2	1.17	64
Total Cash Cost	**693.1**	**12.38**	**677**
Sustaining capital	58.9	1.05	58
Rehabilitation and closure (net of salvage)	12.2	0.22	12
All-in Sustaining Cost[1]	**764.3**	**13.65**	**746**
[1] *AISC excludes corporate G&A expenses*			

Development Timetable

The project timetable to construct the Bomboré operations is estimated at 24 months, including time to complete the RAP, excavate the OCR and commission the process plant. The critical path items are the RAP and OCR excavation. Timely completion of the RAP will allow commencement of the OCR excavation which will meet the water needs for commissioning and subsequent operations as the OCR is filled during the rainy season each year.

Project Enhancement Opportunities

Several viable opportunities exist to materially improve the overall cashflows of Bomboré from those shown in the base case economics in the 2018 FS. The Company is continuing work on investigating each of these value-enhancing opportunities listed below and is aiming to incorporate these into the 2019 FS:

(a) **Plant Expansion from ~ 4.5M tpa to ~ 5.2M tpa**: By adding one more CIL tank and making minor modifications to ancillary equipment at an estimated cost of $2.9M based on a recent review by Lycopodium, the plant's nameplate capacity could be increased to 5.2M tpa which could be utilized to accelerate the processing of lower-grade stockpiles or more importantly, to possibly process material from the Restricted Zones or higher-grade sulphide resources outside of current mineral reserves. The Company will now proceed to detailed design and engineering using the 5.2M tpa plant as the design criteria.

(b) **TSF Re-design**: In designing the TSF for the 2018 FS, KP utilized the footprint from the 2015 feasibility study which was constrained by the waste dump and low-grade stockpile located to the south which are no longer required in the 2018 FS. With the expanded TSF footprint, the embankment volume and dam height for the staged TSF lifts over the LOM can be reduced. KP have completed a first stage LOM revised layout which showed that the re-design could reduce the overall LOM TSF costs by potentially up to $20M. The Company will proceed with the lower-cost, expanded TSF design during the engineering phase.

(c) **Mining of the Restricted Zones**: The Company has drilled off historical mineral resources located within the flood zones of two seasonal rivers that cut through the deposit. The historical mineral resources in these environmentally sensitive Restricted Zones are excluded from the current 2017 Mineral Resource statement and accordingly, from the 2018 Mineral Reserves supported by the 2018 FS. The Company has received notice and detailed terms of reference from the Ministry of Environment, Green Economy and Climate Change to proceed with the permitting of these zones. Provided that the ESIA meets these terms of reference, the Company is expected to receive permission to proceed with the mining of these historical resources. The Company is currently working with AMC on preparing a suitable mine plan for seasonal mining and concurrent reclamation of these Restricted Zones for the ESIA.

(d) **Higher-grade Sulphide Expansion using P17S and Higher-Grade Sulphides beneath the existing Oxide Pits:** The plant layout has been designed to accommodate any future installation of a crushing circuit to process the harder sulphide portion of the Bomboré deposit. The Company has identified a large, shallow high-grade deposit in P17S located just outside of the current mining permit. The Company has also recently completed a detailed review with its consultants and identified significant zones of higher-grade M&I sulphide mineralization beneath the existing oxide pits. The Company is finalizing the 2019 FS for the staged Phase II Sulphide Expansion that will include these higher-grade sulphide resources as supplemental plant feed to the oxide mine plan under the 2018 FS.

Expected Potential Impact of the 2019 FS

The 2019 FS will incorporate the aforementioned project enhancement opportunities enumerated in the 2018 FS and will provide a new detailed project development schedule that has plant commissioning and first gold pour occurring approximately 8 months after the date provided for in the 2018 FS. The 2019 FS will also present new project economics, updated capital estimates, mine life, and annual gold production profile from the above summarized results found in the 2018 FS.

Bomboré Exploration Potential

The Bomboré oxide resources have the potential for further expansion and upgrading through drilling the current inferred resources and the P13 target in the southern portion of the property with additional RC drilling. Furthermore, drill testing for mineralization in the untested gaps between the many smaller pits along the mineralized trend could result in the joining of several pits. This drilling, if successful, could add additional resources and may also improve the overall strip ratio.

Approximately 2 km south and along the Bomboré shear zone trend is the P17S sulphide deposit that hosts a Measured and Indicated resource of approximately 26k oz (310,000 tonnes at a gold grade of 2.6 g/t) based on 22 core and 7 RC boreholes. Since the publication of this resource, significant drilling has been completed which indicates that the resource could be significantly larger and a new resource estimation will be published for this zone as part of the 2019 FS. The gold mineralization occurs in a deformed and shallowly-plunging granodiorite unit. Historical metallurgical test work resulted in whole ore cyanidation recoveries above 90% based on a standard CIL circuit. Additional test work completed as part of the 2019 FS has confirmed these recovery parameters.

Permit status

The current Bomboré Project surface area is 150 km^2 which includes the mining permit (25 km^2) and four exploration permits: Toéyoko (46.7 km^2), Bomboré II (18.2 km^2), Bomboré III (48.1 km^2) and Bomboré IV (12.4 km^2). The second three-year term of the Toéyoko permit expired in July 2017 and the Company received the official renewal *Arrêté* for the last 3-year tenure from the Ministry of Mines on August 1, 2017. The Bomboré II, Bomboré III and Bomboré IV permits were granted on January 17, 2017, will expire in January 2020 and may be renewed for two additional three-year terms.

In May 2017, the Company received the Order that sets the 2-year construction fiscal regime period from December 30, 2016 to December 29, 2018. As the Company was not expected to make a decision about the construction of the mine until after the completion of the 2018 FS and as provided by the Mining Code, the Company applied for and the Minister of Mines approved on November 23, 2017, the request to suspend construction for up to two years. The Mining Code provides for two 2-year exemption periods that can be applied for by the Company and, if granted, can delay the beginning of the 2-year construction fiscal regime by as much as four years. Effective December 26, 2018, the Company received written confirmation that its application to re-instate the 2-year construction order has been approved by the Minister of Mines. The Company benefits from certain tax exonerations under the construction period covered by this order.

The government of Burkina Faso requires an annual minimum exploration expenditure of 270,000 CFA (~US$465) per km^2 resulting in a minimum of 33,800,000 CFA (~US$58,200) for its exploration permits. Expenditures can be carried forward year over year throughout the term and renewals of the permits. The Company has not had any difficulty in meeting these minimum requirements.

New Burkina Faso Mining Code ("Mining Code")

The mining legislation of Burkina Faso provides for certain fiscal policies that are specific to mining activities and offers certain tax incentives for titleholders at different stages of their projects. On June 26, 2015, the *Conseil National de la Transition* (National Council of Transition) approved a new Mining Code that was adopted by the parliament on July 16, 2015 and promulgated on October 29, 2015.

Since January 2017, the government commenced the release of a series of seven Decrees that will implement the 2015 Mining Code; these Decrees will be followed by several Orders that will further define how the 2015 Mining Code will be implemented. Items within the new Mining Code include, amongst others, the introduction of a new tax of 1.0% of the gross revenues to support a Mining Fund for Local Development, an effective increase in income tax rates from 17.5% to 27.5%, and for feasibility studies to include a plan for the training and the promotion of local mining executives. A sliding scale government NSR royalty of 3% to 5%, depending on the gold price, remains.

REVIEW OF FINANCIAL RESULTS

The Company is in the exploration and evaluation phase and does not yet have revenue-generating activities in any financial period. Accordingly, the Company's financial performance is largely a function of the level of exploration and evaluation activities undertaken on Bomboré and the administrative expenses required to operate and carry out these activities. Discussion of the major items that impacted net losses for the three month period ended March 31, 2019 and 2018 is provided below.

With the release of the 2018 FS in Q3-2018, the Company made a determination on whether the Bomboré Project had established "technical feasibility and commercial viability" under its accounting policy for exploration and evaluation expenditures. Management concluded that "commercial viability" has not yet been reached as project financing is not yet reasonably advanced to provide adequate assurance that Bomboré will be fully financed into commercial production and hence, Bomboré remains in the exploration and evaluation phase. As a result, the Company continues to expense exploration and evaluation expenditures.

Restatement of Comparative 2018 Financial Results

The comparative figures for 2018 have been restated for correction of a prior period error in the accounting for non-controlling interest in OBSA. OBSA is the holder of the Bomboré mining permit in Burkina Faso which was granted by government decree on December 30, 2016. In connection with the mining permit issuance, the Burkina Faso government was provided with a 10% free carried interest in OBSA effective on the permit grant date.

The Burkina Faso government's 10% ownership interest in OBSA represents the non-controlling interest in the Company's financial statements and under IFRS 10 *Consolidated Financial Statements* ("IFRS 10"), the Company is required to attribute the profit and loss and each component of other comprehensive income to the Company's shareholders and to the non-controlling interest even if this results in the non-controlling interest having a deficit balance in the statement of financial position.

The Company did not previously allocate any amount of OBSA's comprehensive loss for the three months ended March 31, 2018 to the non-controlling interest which did not follow the guidance in IFRS 10. The Company has corrected for this error by restating the comparative figures shown below for the three months ended March 31, 2018. The restatement did not impact the "Net Loss" shown for the Company (see Note 12 to the Interim Financial Statements and Note 18 to the 2018 annual consolidated financial statements for additional details).

Financial Results for the Three Months Ended March 31, 2019

	Three months ended March 31, 2019	**Three months ended March 31, 2018 (as restated)**
Expenses		
Exploration and evaluation costs	**$2,867,444**	$1,886,964
General and administration costs	**1,038,907**	988,299
Share-based compensation	**538,883**	438,191
Depreciation and amortization	**114,949**	82,494
Total expenses	**4,560,183**	3,395,948
Other income	**315,698**	276,572
Net loss for the period	**4,244,485**	3,119,376
Net loss attributable to shareholders of Orezone	**4,018,206**	3,032,454
Basic and diluted net loss per share attributable to shareholders of Orezone	**(0.02)**	(0.02)

Certain comparative amounts for the three month period ended March 31, 2019 have been restated to conform to the current year's presentation.

Exploration and Evaluation Costs

Exploration and evaluation costs increased by $980K in Q1-2019 as compared to Q1-2018 due mainly to:

- an increase in studies costs of $588K for consultant costs on the continuation of the FEED assignment in Q1-2019 and consultant and test work expenditures incurred in connection with the 2019 FS update offset in part by consultant costs for work performed on the 2018 FS in Q1-2018.

- a combined increase of $1.1M in salaries and employees costs, and general, camp and infrastructure costs as site activities and local staffing levels (including the recruitment of senior department heads) have grown since Q2-2018 in support of RAP implementation and construction, permitting activities, and project early works and development. Salaries and employees costs in the current quarter include some local administration positions that were classified under "General and Administrative" costs in Q1-2018.

  partially offset by:

- a decrease in drilling and assaying costs of $698K as the Company conducted no exploratory drilling in the current quarter while the Company drilled 8,008 m in Q1-2018 on step-out and definition holes on multiple targets within the Company's four exploration permits as part of its 2018 drilling program.

General and Administrative Costs

General and administrative costs increased by $51K in Q1-2019 as compared to Q1-2018 primarily as a result of:

- an increase in salaries and employee costs of $224K due to severance paid to two former management employees and from additional corporate staffing in the areas of engineering, finance, legal and corporate development offset partially by a change in classification for local administration positions from "General and Administrative" in Q1-2018 to "Exploration and Evaluation" in Q1-2019.

- an increase in professional fees of $81K due mainly to CF financial advisory fees for January 2019 and from consulting cost to assist with the Company's review of the development schedule for the Bomboré Project.

partially offset by:

- a combined decrease of $249K in costs for general and office, and investor relations as management undertook more travel in Q1-2018 as part of the Company's capital raising efforts and from a change in classification of certain general and office costs in Burkina Faso from "General and Administrative" in Q1-2018 to "Exploration and Evaluation" in Q1-2019.

Share-based Compensation

Share-based compensation expense increased by $101K due principally to the greater number of stock options granted in the current quarter versus the comparable quarter in 2018. Stock options granted by the Company typically vest over two years in three tranches with 1/3 vesting on grant, 1/3 vesting on the first anniversary and 1/3 vesting on the second anniversary. Additional stock options were under vesting in Q1-2019 versus Q1-2018 as more options were granted as a result of recent management and board changes, thereby increasing the amount of share-based compensation recognized in the current quarter.

Depreciation and amortization

Depreciation and amortization expense increased by $32K due to the greater amount of capital additions and from the adoption of IFRS 16, the new lease accounting standard, which requires the capitalization and depreciation of expenditures relating to leased assets previously classified as operating leases.

Other Income

Other income increased by $39K largely as a result of:

- a $129K increase in interest income from the Company's larger cash holdings as a result of the funds raised in the April 2018 private placement along with higher interest rates.

offset partially by:

- a foreign exchange loss of $50K as compared with a gain of $29K in Q1-2018 mainly due to a stronger USD against the CFA and CAD currencies in the current quarter resulting in the realization of foreign exchange losses on the payment of USD expenses.

Summary of Quarterly Results

The following summarized financial data has been prepared in accordance with IFRS. This data should be read in conjunction with the Company's condensed consolidated interim financial statements and consolidated annual financial statements for the respective periods. All net loss figures in the table are presented in US$ millions, except for the net loss per common share amounts (basic and diluted).

The quarterly net losses attributable to shareholders of Orezone presented below were restated for quarters prior to Q4-2018 due to correction of an error on the accounting of non-controlling interest in the Company's 90%-owned subsidiary, OBSA (see Note 12 to the Interim Financial Statements and Note 18 to the 2018 annual consolidated financial statements for additional details).

	Q1 2019	Q4 2018	Q3 2018 restated	Q2 2018 restated	Q1 2018 restated	Q4 2017 restated	Q3 2017 restated	Q2 2017 restated
Net loss for the period	(4.24)	(5.89)	(2.93)	(3.83)	(3.12)	(2.80)	(0.72)	(3.25)
Net loss attributable to Orezone shareholders	(4.02)	(5.46)	(2.81)	(3.67)	(3.03)	(2.71)	(0.60)	(3.22)
Net loss per common share attributable to Orezone shareholders, basic and diluted	(0.02)	(0.03)	(0.01)	(0.02)	(0.02)	(0.02)	(0.01)	(0.02)

Under the Company's current exploration and evaluation phase, the fluctuation in net loss between quarters is mainly a function of project development, exploratory drilling, and project study work undertaken.

Liquidity and Capital Resources

The Company raises funds through the issuance of equity to conduct its activities, or through the sale of royalties or related interests. The Company is not yet in production and does not generate revenue from its current operating activities.

The Company had cash of $27.5M at March 31, 2019, a decrease of $4.0M as compared to cash of $31.5M at December 31, 2018 as the Company continues to advance the development of Bomboré and fund general corporate expenditures.

The Company expects to expend between $29.0M to $31.0M on its planned 2019 activities (see section "2019 Objectives and Outlook"). Management believes that the Company has sufficient cash resources to fund its planned activities for 2019. This assessment is based on the Company's annual budget, available cash and the fact that certain of the Company's expenditures are discretionary in nature and can be deferred without a detrimental impact to the Company or its mineral property interests.

Management is currently working on securing an optimum financing package for construction of the Bomboré Project. Additional financing will be needed to construct and to develop the Bomboré Project. Although the Company has been successful in raising funds to date, there can be no assurances that adequate financing will be available in the future or available under terms that are acceptable to the Company. In particular, the price of gold remains volatile and uncertain, which could pose challenges in raising the required amount of construction financing.

Share Capital

As at May 23, 2019, the Company had 212,314,406 common shares and 17,356,000 stock options issued and outstanding.

Contractual Obligations

As at March 31, 2019, the Company had contractual obligations primarily relating to its head office rent, RAP and early works construction, in the amount of $3,022,000 (as at December 31, 2018 – $3,246,000).

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Transactions with Related Parties

The Company had no transactions with related parties.

Proposed Transactions

The Company continually reviews potential merger, acquisition, investment and other joint venture and strategic alternative transactions that could enhance shareholder value. However, there are no proposed transactions currently under examination.

Risks and Uncertainties

The Company's business at the present stage of exploration and development of the Bomboré Project involves a high degree of risk and uncertainty. In addition, the natural resource industry is by its nature, both cyclical and with significant risks as listed below. There is no assurance that the Company's projects will become economically viable. Once a potentially economic deposit is identified, the Company's ability to establish a profitable mining operation is subject to a host of variables including technical considerations, regulatory and political issues and economic factors (including the need to source the capital required to develop the project). Many of these are beyond the control of the Company. The most significant risks and uncertainties faced by the Company are:

- resource exploration and development projects are inherently speculative in nature
- the Bomboré Project is in Burkina Faso and is subject to security risks that include mine site security and the safety of the Company's personnel and contractors
- the RAP is a complex and costly activity and may not go according to plan
- successfully establishing mining operations and profitably producing gold cannot be assured
- the Company's operations are dependent on receiving and maintaining required permits and licenses
- the Company's economic prospects and the viability of the Bomboré Project is subject to changes in, and volatility of, the price of gold
- the Bomboré Project is subject to financing risks

- government regulations and permitting may have an adverse effect on Orezone's activities
- adverse changes may be made by the government of Burkina Faso to the Mining Code, tax rates, and related regulations
- there is the potential for the Company to become subject to additional tax liabilities
- Mineral Resource and Mineral Reserve estimates are only estimates and may not reflect the actual deposits or the economic viability of gold extraction
- uncertainties and risks relating to feasibility studies
- Orezone has a history of losses and expects to incur losses until such time as the Bomboré Project achieves commercial production
- Orezone relies on its management team and the loss of one or more of these persons may adversely affect Orezone
- the Company's operations rely on the availability of local labour, local and outside contractors and equipment when required to carry out its exploration and development activities
- the Company's Bomboré Project is subject to title risks
- there are health risks associated with the mining workforce in Burkina Faso that may impact the availability of labour
- the Bomboré Project is subject to environmental risks which may affect operating activities or costs
- the Bomboré Project, if mining operations are established, will be subject to operational risks and hazards inherent in the mining industry
- the Bomboré Project is subject to risks associated with its location, lack of infrastructure and other resources, including its required water supply
- artisanal miners may impact operations at the Bomboré Project
- failure to continue to have strong local community relations may impact the Company
- evolving anti-corruption laws may result in fines or other legal sanctions
- the Company's insurance coverage does not cover all of its potential losses, liabilities and damages related to its business and certain risks are uninsured or uninsurable
- the mining industry is extremely competitive
- currency fluctuations may affect Orezone's financial performance
- investors may have difficulty enforcing judgments in Canada, the United States and elsewhere
- shareholders' interest in Orezone may be diluted in the future
- Orezone's common shares are publicly traded on the TSXV and are subject to various factors that have historically made Orezone's share price volatile
- repatriation of funds may be difficult in the future

For a more detailed discussion of the above risk factors, refer to the Company's 2018 Annual Information Form dated April 17, 2019 (the "AIF").

New, Amended and Future IFRS Pronouncements

(a) IFRS 16 *Leases* ("IFRS 16")

On January 1, 2019, the Company adopted IFRS 16 which replaces IAS 17 *Leases* and related interpretations. The new standard eliminates the previous classification of leases as either operating leases or finance leases and introduces a single lessee accounting model which requires lessee to recognize assets and liabilities for all leases unless the underlying asset has a low value or the lease term is twelve months or less. At the commencement date of a lease, the Company recognizes a lease liability and an asset representing the right to use the underlying asset during the lease term (i.e. the "right-of-use" asset). The Company recognizes interest expense on the lease liability and depreciation expense on the right-of-use asset.

The Company adopted IFRS 16 using the modified retrospective approach and recognized the right-of-use assets at the amount equal to the lease liabilities. As a result, there was no impact to accumulated deficit upon adoption. In addition, the Company elected to use the exemptions proposed by the standard on lease contracts for which the lease terms end within twelve months as of the date of adoption and lease contracts for which the underlying asset is of low-value.

The impact of adoption is disclosed in Note 3 to the Company's Interim Financial Statements for the three month period ended March 31, 2019.

Financial Instruments and Related Risks

The fair values of the Company's financial instruments consisting of cash, trade and other receivables, and accounts payable and accrued liabilities approximate their carrying values because of their short terms to maturity. The fair value of marketable securities is determined based on quoted market prices and the use of Black Scholes valuation model for the held warrants.

At March 31, 2019, the Company had 9,600,000 common shares of Sarama with a fair value of $539,453 (December 31, 2018- $316,656) and 2,000,000 warrants with a fair value of $164 (December 31, 2018- $13).

Critical Accounting Estimates and Judgments

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates, assumptions and judgments that affect the application of accounting policies and the reported amounts of assets, liabilities and expenses. Actuals outcomes could differ from these estimates and assumptions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which estimates are revised and in any future period affected.

See "Critical Accounting Estimates and Judgments" in the Company's 2018 annual MD&A as well as Note 4 in the Company's 2018 annual consolidated financial statements for significant estimates and judgments used in applying accounting policies that have the most significant effect on the amounts recognized in the Interim Financial Statements for the three month period ended March 31, 2019.

Additional Disclosure of Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's exploration and evaluation expenses, and general and administrative expenses is provided in the Company's Interim Financial Statements for the three month period ended March 31, 2019 which are available on the Company's website at or on SEDAR at www.sedar.com.

Forward-Looking Statements

This MD&A refers to and contains certain forward-looking statements and information ("forward-looking statements") relating, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking statements can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

Forward-looking statements may include mineral reserve and resource estimates and the timing of updates thereof, planned expenditures on the Company's projects, obtaining renewed exploration permits, obtaining the mining convention, the ability to demonstrate the economic feasibility of the mineral deposits to a level up to and including that of a full feasibility study, the ability to obtain adequate financing as needed in the future to fund ongoing exploration or production activities, the results of exploration and drilling activities, the timing of commencement of operations, and estimates of the amount of time the Company may carry on operations with existing cash resources and available funding, and is based on current expectations that involve a number of business risks and uncertainties.

All such forward-looking statements are based on certain assumptions and analyses made by management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believe are appropriate in the circumstances.

These forward-looking statements, however, are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements including, but not limited to, the risks and uncertainties noted in the AIF, unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities; the failure of parties to contracts to perform as agreed; social or labour unrest; changes in commodity prices; unexpected failure or inadequacy of infrastructure, the failure of exploration programs, including drilling programs, to deliver anticipated results and the failure of ongoing and contemplated studies to deliver anticipated results or results that would justify and support continued studies, development or operations. Other factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of material which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals and sufficient financing, inflation, changes in exchange rates, delays in the development of projects, unexpected increases in budgeted costs and expenditures, and other factors.

This MD&A also contains references to estimates of Mineral Resources. The estimation of Mineral Resources is inherently uncertain and involves subjective judgments about many relevant factors. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. Mineral Resource estimates may have to be re-estimated based on, among other things: (i) fluctuations in the price of gold; (ii) results of drilling; (iii) results of metallurgical testing, process and other studies; (iv) changes to proposed mine plans; (v) the evaluation of mine plans subsequent to the date of any estimates; and (vi) the possible failure to receive required permits, approvals and licences.

Shareholders (both current and potential) are cautioned not to place undue reliance on forward-looking statements. By its nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

Cautionary Note to U.S. Investors Concerning Resource Estimates

The resource estimates in the MD&A were prepared in accordance with the standards of the CIM and disclosed in accordance with NI 43-101 adopted by the Canadian Securities Administrators. The disclosure requirements of NI 43-101 differ significantly from the requirements of the United States Securities and Exchange Commission (the "SEC"). The MD&A uses the terms "measured", "indicated" and "inferred" resources. Although these terms are recognized and required in Canada, the SEC does not recognize them. The SEC permits US mining companies, in their filings with the SEC, to disclose only those mineral deposits that constitute "reserves". Under United States standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally extracted at the time the determination is made. United States investors should not assume that all or any portion of a measured or indicated resource will ever be converted into "reserves". Further, "inferred resources" have a great amount of uncertainty as to their existence and whether they can be mined economically or legally, and United States investors should not assume that "inferred resources" exist or can be legally or economically mined, or that they will ever be upgraded to a higher category.

Qualified Persons

Dr. Pascal Marquis, Geo., Senior Vice President of Exploration, the Company's qualified person under NI 43-101, supervises all work associated with exploration and development programs in West Africa. Mr. Patrick Downey, P. Eng., the President and Chief Executive Officer, is also a qualified person under NI 43-101. One or more of the Company's qualified persons have reviewed, approved and verified the technical information in this MD&A.

The Company has prepared and filed a current technical report on the Bomboré Project titled "NI 43-101 Technical Report Feasibility Study of the Bomboré Gold Project Burkina Faso" with a date of August 23, 2018. This technical report includes relevant information regarding the effective dates and the assumptions, parameters and methods of the mineral resource and reserve estimates at the Bomboré Project, as well as information regarding data verification, and other matters relevant to the scientific and technical disclosure contained in this MD&A.

Technical and scientific information in this MD&A has been extracted from, and is supported by, the filed Technical Report.