



OREZONE

Mandate of the Health, Safety and Sustainability Committee

Purpose

The Health, Safety and Sustainability 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 and the Board in fulfilling their respective obligations relating to health, safety and sustainability matters concerning the Corporation.

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. At least one member of the Committee shall be independent within the meaning of National Instrument 52-110 – *Audit Committees*.
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.

Meetings

5. The Committee shall meet at least once per quarter. 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.
6. A majority of the members of the Committee shall constitute a quorum. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the

adjourned meeting shall consist of the members then present.

7. 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, facsimile, 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 as contemplated by paragraph 6 of this mandate.
8. The Committee shall hold an *in-camera* session without any senior officer's present at each meeting of the Committee, unless such a session is not considered necessary by the members present.
9. 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 freely with each other.
10. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
11. The Committee shall take and keep minutes of all meetings, which shall be available for review by the Board.
12. 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.
13. 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, by facsimile or other 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.
14. The Committee shall report its determinations and recommendations to the Board.

Resources and Authority

15. The Committee has the authority to:
 - a) engage, at the expense of the Corporation, independent counsel and other experts or advisors as is considered advisable;
 - b) determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
 - c) conduct any investigation considered appropriate by the Committee; and
 - d) request any senior officer or other employee of, or outside counsel for, the Corporation, 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.

Responsibilities

Safety and Health

16. The Committee is responsible for:

- a) ensuring that the Corporation provides training, instruction and equipment to its personnel so that they may carry out their work in a manner that is safe for them and all site attendees;
- b) reviewing from time to time and recommending to the Board for approval changes in or additions to the occupational health and safety policies, standards, accountabilities and programs of the Corporation in the context of competitive, legal and operational considerations;
- c) reviewing reports on the nature and extent of the compliance or any non-compliance of the Corporation with the occupational health and safety policies, standards, accountabilities and programs of the Corporation and occupational health and safety legislation applicable to the Corporation, monitoring the correction of any deficiencies, and reporting to the Board on the status of such matters;
- d) reviewing such other occupational health and safety matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider; and
- e) ensure that a comprehensive report is submitted at least annually on the achievements and effectiveness of the Company's safety performance in terms of its stated policy and agreed performance indices

Security

17. The Committee is responsible for:

- a) periodically reviewing reports from management regarding the policies, protocols, systems and procedures used by management to maintain and evaluate security at the Corporation's sites of operations and the findings of management with respect to security, including preventive or mitigating actions undertaken by management to address concerns, should any be identified; and
- b) when deemed appropriate, appointing an external risk specialist consultant to review the policies, protocols, systems and procedures with respect to operational security at the Corporation's operations.

Sustainability

18. The Committee is responsible for:

- a) overseeing the establishment and implementation of sustainability policies and practices, and monitoring the Corporation's performance against such policies and practices as well as Applicable Laws and regulations;
- b) liaising with management on the Corporation's sustainability programs, including significant

- sustainable development, community relations and security policies and procedures;
- c) satisfying itself that management of the Corporation monitors trends and emerging issues in the sustainability field and evaluates the impact on the Corporation;
 - d) scheduling regular reports from management on the Corporation's sustainability performance to assess the effectiveness of the sustainability programs;
 - e) identifying the principal areas of risks and impacts relating to sustainability and ensuring that sufficient resources are allocated to address these liabilities;
 - f) reviewing the annual budget for the Corporation's sustainability activities to confirm that sufficient funding is provided for compliance with this mandate; and
 - g) reviewing the Corporation's corporate sustainability performance to assess the effectiveness of the Corporation's sustainability programs and to determine whether the Corporation is taking all appropriate action in respect of those matters and has been duly diligent in carrying out its responsibilities and to make recommendations for improvement, where appropriate.

Other Responsibilities

- 19. The Committee should assist the Board in overseeing and coordinating such matters relating to community affairs and social responsibility and liaising with other relevant communities in respect of the Corporation's operations.
- 20. The members of the Committee should make periodic visits, as considered appropriate, in order to become familiar with the nature of the operations of the Corporation, and to review relevant objectives, procedures and performance with respect to health, safety and environmental matters.
- 21. 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.
- 22. The Committee should perform any other activities consistent with this mandate and applicable laws as the Committee or the Board considers advisable.

Chair

- 23. 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 (unless the Chair is also a senior officer), 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) ensure that the Committee meets at least twice per financial year of the Corporation, and otherwise as is considered advisable;
 - d) in consultation with the CEO, Chairman of the Board and the members of the Committee, establish dates for holding meetings of the Committee;

- e) set the agenda for each meeting of the Committee with input from other members of the Committee and any other appropriate individuals;
- f) ensure that Committee materials are available to any director upon request;
- g) act as a liaison, and maintain communication, with the CEO, Chairman of the Board and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
- h) 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;
- i) assist the members of the Committee to understand and comply with the responsibilities contained in this mandate;
- j) foster ethical and responsible decision making by the Committee;
- k) together with the Corporate Governance and Nominating Committee, oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
- l) 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;
- m) ensure that appropriate resources and expertise are available to the Committee;
- n) 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 securities laws, instruments, rules and policies and regulatory requirements;
- o) facilitate effective communication between the members of the Committee and the Senior Officers of the Corporation;
- p) 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; and
- q) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.