



**OREZONE GOLD CORPORATION**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE MONTHS ENDED MARCH 31, 2022**

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 13, 2022, 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 months ended March 31, 2022 ("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\$" or "USD" are to United States dollars, references to "C\$" or "CAD" are to Canadian dollars and references to "CFA" or "XOF" are to West African Communauté Financière Africaine francs. The functional currency for each entity consolidated with the Company is the USD (the "functional currency"). Throughout this document, abbreviations "M" means millions, "K" means thousands, "km" means kilometres, "m" means metres, and "oz" means troy ounces.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out exploration, development, and construction 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

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The Company was incorporated on December 1, 2008 under the Canada Business Corporations Act and is listed on the Toronto Stock Exchange ("TSX") under the symbols "ORE" (common shares) and "ORE.WT" (warrants), respectively. The Company's common shares also trade on the OTCQX market under the symbol "ORZCF".

The Company is engaged in the exploration and development of gold properties in Burkina Faso, West Africa, focusing on its 90%-owned flagship Bomboré gold project ("Bomboré" or "Bomboré Project"). The Company's strategic plan is to bring its multi-million ounce Bomboré Project into production in 2022 with a staged Phase II sulphide expansion to follow.

The Bomboré Project is currently under construction and on course to pour first gold in Q3-2022.

## Q1-2022 Highlights

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### 1. Bomboré Development and Construction

The Company achieved the following key development and construction milestones to March 31, 2022:

- *Safety:* Over 3.0M hours worked by employees and contractors without a lost time injury since the start of project construction in 2021. The Company's prevention measures for COVID-19 coupled with very low infection rates in-country have permitted site construction activities to continue uninterrupted.
- *Pre-production Mining:* At March 31, 2022, the Company has mined 10.2M tonnes from the Off-Channel Reservoir ("OCR") pit and stockpiled 4.1M tonnes of ore for plant start-up and future processing. The final bench of the OCR was mined in April 2022 and mining has now transitioned to other pits including A1, A2, and H1 in order to access higher grade ore for the first year of commercial production and to provide nearby waste material for the ROM pad construction.
- *Project construction progress:* Construction of the Bomboré processing plant and mine infrastructure remains on schedule and within budget. As of March 31, 2022, overall construction progress was at 68.4% with \$121.9M in project expenditures incurred against the revised approved budget of \$192.5M, representing 63.3% of budgeted costs.

Refer to "*Bomboré Project Development and Construction Update*" section below for more details.

### 2. More High-Grade Drill Results at P17 Trend and Expanded 2022 Exploration Program

- The Company completed 4,084 metres of diamond drilling in Q1-2022 including 3,342 metres as a Phase II follow-up to the completed 2021 Phase I exploration campaign that was extremely successful in returning high-grade intercepts both near surface and down plunge along the 1.7 km mineralized P17 trend.
- Phase II drilling commenced in late 2021 and was completed in the current quarter. Drill results confirm the down-dip continuity and northerly system extension from P17S towards P17, including step-out holes that encountered higher-grade gold mineralization beyond the current resource boundaries.

- On March 28, 2022, the Company announced a \$9.0M increase to its 2022 Phase III exploration budget based on the encouraging results of its Phase I and Phase II programs. A total of 77,000 metres of definition and exploration drilling are planned under Phase III which will focus on converting Inferred mineral resources into Measured and Indicated on key deposits within the Bomboré mining concession. The Company completed 742 metres of diamond drilling from this Phase III program in Q1-2022.
- Phase III drilling is a required early step towards an expected future mining and operations expansion study in 2023 as the Company now believes that Bomboré can support a significantly larger operation.
- Refer to the Company's press releases dated February 24, 2022, March 28, 2022, and May 5, 2022 for results and further details on the Company's 2022 exploration program.

### 3. Cash and Available Liquidity

- At March 31, 2022, the Company had available liquidity of ~\$68.8M (cash of \$13.9M and undrawn senior debt of ~\$54.9M) to use towards remaining construction, financing expenses, exploration, and commissioning costs for the Bomboré gold mine.
- The USD equivalent of the senior debt facility in XOF has decreased from ~\$96M at the time of the loan commitment in January 2021 to ~\$85M at current exchange rates. The Company has advanced discussions with Coris Bank International ("Coris Bank") for a loan upsizing of ~\$8.1M (XOF 5.0 billion) to address this loan value decline which will provide the Company with additional liquidity to fund the expanded 2022 exploration program and to assist with working capital requirements on production start-up. A term sheet for this upsizing has been agreed and is awaiting Coris Bank credit committee approval before proceeding to an anticipated closing and drawdown in June 2022.

Refer to "Project Debt Facilities for Bomboré" section below for more details.

### 2022 Outlook

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The Company's strategic priority is to advance the Bomboré gold mine into production in Q3-2022. Once ore commissioning commences, the Company expects the process plant will achieve a rapid ramp-up to its nameplate capacity of 5.2M tonnes per annum ("tpa") and reach commercial production in Q4-2022.

For 2022, the Company is focussed on the following main objectives:

1. Finalize installation of the OCR infrastructure to ready the OCR for water intake, storage, and distribution before the onset of the 2022 rainy season.
2. Complete the construction of the Bomboré processing plant, ancillary buildings, and Tailings Storage Facility ("TSF") starter dam before the end of Q2-2022 to enable the start of dry and wet commissioning.
3. Undertake operational readiness activities in H1-2022 to ensure an organized and integrated handover from commissioning to operations in H2-2022 which will help facilitate a smooth start-up and steady-state production in a timely manner.
4. Pour first gold in Q3-2022 and achieve commercial production in Q4-2022.
5. Deliver the project construction at completion including pre-production mining costs within the approved budget of \$192.5M.
6. Publish an updated mineral resource and mineral reserve estimate, and a new NI 43-101 compliant technical report for Bomboré in Q2-2022.
7. Continue exploratory drilling on high-priority targets to extend Bomboré sulphide expansion potential with the primary goal of converting sulphide resources from Inferred to the Measured and Indicated categories.

Upon declaring commercial production, the Company will look to provide inaugural gold production and cost guidance.

The Company is currently on track to complete all of the above 2022 objectives based on project progress achieved to-date (see sections below for more details).

## Bomboré Project Development and Construction Update

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### *Approved Project Budget and Schedule*

In December 2020, the Company awarded the engineering, procurement, and construction management (“EPCM”) contract for the process plant construction and commissioning to Lycopodium Minerals Pty Ltd. (“Lycopodium”), an EPCM firm with a long track record of success on similar projects in West Africa. The Owner’s team is responsible for all site infrastructure work including bulk earthworks, OCR and associated intake structure, TSF starter dam, surface water management structures, camp upgrades, site security and perimeter fencing, warehouses, workshops, laboratory, administration offices, and civil works such as roads and bridges.

During Q2-2021, the Company reviewed its project construction budget and schedule upon surpassing 30% engineering and completion of procurement for major equipment and bulks. An updated project budget of \$177.2M was subsequently approved with the project’s baseline schedule for first gold in Q3-2022. Despite the substantial rise in raw material prices for steel, copper, and plastics, the Company was able to maintain the project budget within the capital cost estimate found in the 2019 feasibility study (“2019 FS”). This outcome reflects the high quality of the 2019 FS as bulk quantities such as earthworks, steel, piping, and platework all trended favourably to those estimated in the study, and the Company’s early efforts to prioritize the placement of orders for major equipment and bulks such as HDPE liners, structural steel, and platework before price increases materialized.

During Q4-2021, the Company renegotiated its power purchase agreement (“PPA”) in order to allow Genser Energy Burkina S.A. (“Genser”) to comply with new local ownership requirements in Burkina Faso. As part of these negotiations, the Company chose to assume ownership of the power plant from Genser at a budgeted cost of \$18.8M in exchange for a lower rate tariff over the life-of-mine (“LOM”). Extended payment terms were agreed whereby the Company will pay for the majority of the purchase costs after Bomboré reaches commercial production to ensure project construction remains fully funded.

With the scope expansion of the power plant offset in part by cost underruns realized on equipment packages, the revised approved budget for the construction of Bomboré currently stands at \$192.5M.

### *Project Construction Progress in Q1-2022 and to May 13, 2022 (the date of this MD&A):*

- **Capital Spending and Schedule:** As of March 31, 2022, the Company has incurred \$121.9M in project expenditures against a total project budget of \$192.5M, representing 63.3% of budgeted costs. Project spending to-date is tracking well against estimate with forecasted cost at completion remaining within budget despite recent inflationary pressures for diesel and other consumables, and the incurrence of acceleration costs to compensate contractors to meet key dates. Schedule to first gold is maintained for Q3-2022 but schedule float has now been used as a result of COVID-related delays in structural steel deliveries which have now been dispatched to site.
- **Pre-production Mining:** As of March 31, 2022, 10.2M tonnes had been mined from the OCR pit with 4.1M tonnes of ore stockpiled for plant start-up and future processing. The final benches of the OCR were mined in April 2022 allowing the mining contractor to redeploy equipment and personnel to other starter pits. Grade control (“GC”) drilling is advancing but productivity has been slowed by unplanned maintenance of the Company’s reverse circulation drill. To remain ahead of mining, a contractor drill will be hired to increase daily meterage rates. To-date, estimated ore tonnes and gold content from the GC modelling have reconciled positively against the Company’s existing reserve block model.
- **EPCM:** Engineering and procurement reached 100% completion in the prior quarter except for minor top-up orders made in Q1-2022. The Lycopodium construction management team is conducting daily supervision of site contractors to ensure works meet required standards and schedule. Lycopodium is also finalizing a detailed commissioning plan and organizing its commissioning team in preparation for the start of commissioning activities later in Q2-2022.
- **Procurement and Logistics:** All purchase orders for mechanical and electrical equipment, and major bulk items have been placed. Extension of manufacturing and shipping times for certain mechanical orders, tank plateworks, and structural steel have been experienced with delays attributable to COVID-19 and its associated impacts to the global supply chain. Float created by early procurement of critical long-lead items at project start is proving invaluable in buffering the longer fabrication and delivery times. Where required, air freight to improve delivery times for smaller equipment items are being utilized.
- **Major Construction Contract Awards:** All five major site installation contracts covering the following areas have been awarded: (a) process plant concrete; (b) Carbon-in-Leach (“CIL”) tank erection and overland and tailings pipeline installation; (c) structural/mechanical/piping (“SMP”) installation; (d) ball mill installation; and (e) electrical and instrumentation installation. All contracts were at quotes below budget.

- *Tailings Storage Facility:* Placement of over 1.1 million m<sup>3</sup> of embankment fill for the TSF starter dam was completed in February 2022 and was followed by the HPDE liner installation of the TSF walls and basin covering an area of 719K m<sup>2</sup>. The liner installation was completed in early May 2022 with QA/QC sign-off of the TSF construction by the independent engineer expected shortly.
- *OCR Infrastructure:* Earthwork for the OCR weir across the seasonal Nobsin River was placed into position in Q1-2022. Earthworks and concrete for the water diversion channel and intake structure (concrete entry box and flow control gates) were finished in May 2022. Overland piping for raw water from the OCR to the process plant, for tailings from the process plant to the TSF, and for reclaim water from the TSF to the process plant, is progressing well and scheduled for completion in Q2-2022.
- *Process Plant Construction:*
  - (a) *Concrete:* Major concrete pours for the ball mill foundation, CIL ring beams, and the retaining walls in the feed prep area commenced in Q4-2021 and all major pours are now complete. Concrete pours covering the process plant footprint, ancillary buildings, elution circuit, gold room, and field water tanks are mostly finished and remaining work are not on the critical path.
  - (b) *CIL Tank Erection:* Fieldwork commenced in Q4-2021 and all eight tanks (one pre-leach and seven CIL tanks) have been installed and successfully hydro-tested with only painting of the external walls remaining. Erection of steel columns and top-of-tank steel by the SMP contractor for operational access and future maintenance commenced in Q1-2022 and continues to progress.
  - (c) *SMP:* The contractor has mobilized its complement of personnel and equipment to site including the assembly of a 300 tonne heavy-duty construction crane. Pre-spooling of pipes and pre-assembly of structural steel were undertaken in Q1-2022 to help compress schedule while waiting for final steel deliveries. Pipe racks and piping installation have commenced, and erection of lime silos and reagent tanks have been installed. To make up schedule, the SMP contractor has recruited additional workers and instituted a night shift to accelerate progress under its scope.
  - (d) *Ball Mill Installation:* All ball mill components have now arrived safely on site. The mill manufacturer, NCP International, was contracted as the mill installer and has mobilized its team and specialized tools to site during April 2022. Installation of the ball mill has started and is scheduled to finish in late June 2022 with pre-commissioning in early July 2022.
  - (e) *E&I:* Senior members of Lycopodium's E&I installation team commenced mobilization in March 2022 in preparation of E&I installation activities in Q2-2022.
  - (f) *ROM pad:* The ROM pad construction using mining waste commenced in Q1-2022 with expected completion in July 2022. The availability of mining waste starting in May 2022 from the nearby H1 pit in the P8/P9 deposit will increase the mining rate of waste material to the ROM pad due to the shorter haul distances.
- *Assay Laboratory:* The Company awarded a long-term services contract in Q3-2021 to a well-known certification services company to finance, design, equip, and operate the on-site analytical laboratory at Bomboré. This independent company is procuring the specialized laboratory equipment while the Company is currently constructing the laboratory building and related services. Progressive deliveries of the laboratory equipment are taking place and the laboratory is expected to be operational in July 2022, ahead of wet commissioning of the process plant.
- *Power Plant and Overhead Transmission Line:* The Company is working in close collaboration with Genser and Lycopodium on the design and installation of the Bomboré power plant. Four 3.5 MW dual-fuel generators (LNG/diesel) were ordered in November 2021 and the first unit arrived on site in April 2022. The second unit is currently in transit with site delivery expected in late June 2022. The last two units are undergoing final assembly and testing, and are expected to ship within the next month. The ancillary power plant components (e.g. fuel delivery systems, switchgear, etc.) are under various stages of fabrication, and are expected to be installed by July 2022. The LNG fuel system will arrive later in 2022 as the permit for LNG importation has yet to receive full ministerial approval. The ministerial review is at an advanced stage but the timeline has been extended due to the recent changes in the Burkina Faso government.  
  
The Company has implemented a temporary back-up power solution which includes the local rental of two 1.5 MW diesel generators to ensure a smooth commissioning and ramp-up to full operations of Bomboré. The Company has

successfully completed commissioning of these two rental units at site and they are ready to provide power for pre-commissioning activities.

Lycopodium is responsible for overseeing the design and construction management of the 11kV overhead powerline connecting the power plant to the camp, TSF, OCR, and mining contractor's services area. Supply and installation of the powerline have been awarded to a local contractor who has commenced site mobilization in Q2-2022. Survey and ground preparation for the powerline corridor have been completed and erection of the power lines and poles will begin shortly.

- *Site earthworks, civils, and camp infrastructure:* Additional modular accommodation units were ordered in September 2021 and placed into service in March 2022 to meet peak construction occupancy demands. Installation of site perimeter fencing totalling over 20.4 kms was completed in April 2022. Work on ancillary buildings including the processing plant's high-security building, front gate house, offices, mess, ablution, and clinic is at or nearing completion. Warehouse for reagent storage and the plant workshop are progressing. Telecommunications upgrades to expand mobile service and internet connectivity throughout the wider site area were completed in Q4-2021.
- *Operational Readiness Preparation:* The Company is undertaking operational readiness activities to ensure that the proper personnel, information systems, and business processes are in place to facilitate a safe and efficient handover from commissioning to steady-state operations. The Company commenced workforce planning for the Processing department with key operational management now on board including the General Manager, Processing Manager, and Maintenance Manager. Further recruitment of skilled positions in the areas of metallurgy, maintenance, and operations are on-going and successful to-date. Other operational readiness activities including development of standard operating procedures, staffing and training plans, maintenance plans, warehousing and inventory management, and financial and operational systems upgrades are in progress. Tenders for first fills and opening stock of consumables were prioritized on the basis of lead-time and orders for activated carbon, cyanide, lime, and grinding media have been placed with the chosen suppliers. The maintenance team is assessing spare part requirements and devising a procurement plan with the view of maximizing processing plant availability during operations.
- *Project Personnel:* As of March 31, 2022, there were 1991 contractor personnel and 189 permanent and temporary Company employees directly involved with or supporting the construction and mining activities at Bomboré. Burkinabé citizens comprise 95% of this direct workforce with females representing 5% of this workforce.

The Company will continue to provide regular updates through construction videos and picture galleries to ensure stakeholders are fully informed of site construction and commissioning activities as the Company rapidly advances towards the start of gold production in Q3-2022. Please visit the Company's website at [www.orezone.com](http://www.orezone.com) for these updates.

#### **COVID-19 Measures**

The COVID-19 pandemic declared in March 2020 remains prevalent despite the uptake of COVID-19 vaccinations worldwide. The reported number of COVID-19 cases remains extremely low in Burkina Faso and in areas near the Bomboré project. However, an outbreak of COVID-19 transmissions within the project site or surrounding communities could cause a temporary slowdown or suspension of project activities to ensure the well-being of the Company's employees, contractors, and neighbours. The Company continues to enforce appropriate COVID-19 protocols to limit exposure to evolving COVID-19 infection risks. In addition, the Company is encouraging all employees and contractors to be vaccinated by arranging for vaccine doses to be administered by local health authorities. To-date, the Company has not experienced any significant COVID-19 impacts to its supply chain but has encountered a small number of instances of extended fabrication times or longer shipping durations brought on by the surge in pent-up consumer demand from COVID-19 or from temporary work restrictions imposed by governments to combat a high number of COVID-19 cases. The overall construction completion date for Bomboré remains unaffected but float to mitigate future delays has been eliminated.

The Company's guidance to first gold assumes that the risk of COVID-19 will not have a future material effect on the normal movement of workers and contractors, delivery times, supply routes, and remaining fabrication schedules. The early work completed in late 2020 and the strong progress on procurement activities achieved in 2021 have allowed the Company to maintain its target of reaching first gold by Q3-2022.

#### **Project Debt Facilities for Bomboré**

On October 15, 2021, the Company closed on its previously announced \$131M of committed project debt for the development of the Bomboré gold mine. The project debt facilities consisted of:

- a) \$96 million (XOF 52.5 billion) senior secured debt facility with Coris Bank ("Senior Debt Facility"), and
- b) \$35 million, 8.5% convertible notes with Resource Capital Fund VII L.P. and Beedie Investments Ltd. ("Convertible Note Facility").

The Senior Debt Facility is a project-level debt and is divided into a Medium-term loan and a Short-term loan. The loans are denominated in XOF which will provide a natural currency hedge for local costs and non-USD vendor payments during construction.

The Medium-term loan of \$64M (XOF 35.0 billion) has a term of 5 years, bears interest of 9.0% per annum, and is available for drawdown to June 30, 2022. Principal repayments are deferred for the first 24 months and early repayments are permitted in the remaining years subject to a prepayment fee of between 2% to 3%.

The Short-term loan of \$32M (XOF 17.5 billion) has a term of 12 months from first drawdown, bears interest at 8.0% per annum, and is available to September 30, 2022, with first drawdown to commence after the full drawdown of the Medium-term loan.

The Convertible Note Facility has a term of 5 years and bears interest of 8.5% per annum. Interest is payable up to 75% in common shares at the option of the Company and is convertible at the option of the holders at any time at the conversion share price of \$1.08 ("Conversion Price"). The note is non-callable with principal due only at maturity. The Company may elect to convert up to 50% of the outstanding principal at the Conversion Price when commercial production has been achieved and if over 20 consecutive trading days within three months from the proposed date of conversion, the volume-weighted average price of the Company's common shares exceeds a 50% premium to the Conversion Price.

Both loan facilities are free of any hedging, cost overrun reserves, cash sweeps, royalties, streams, production payments, and metal offtakes. In addition, the debt covenants are light and accommodate the reinvestment of operating cashflows into the Phase II sulphide expansion during the terms of the loans.

The Company has drawn in full the Convertible Note Facility concurrently with its closing.

As of March 31, 2022, the Company made two drawdowns totalling ~\$34.5M (XOF 20.0 billion) on the Senior Debt Facility with a further drawdown of ~\$24.8M (XOF 15.0 billion) on April 21, 2022.

Due to the material decline in the XOF currency against the USD over the last 16 months, the equivalent USD loan amount of the Senior Debt Facility (XOF 52.5 billion) from Coris Bank has dropped from ~\$96M at the time of the January 2021 loan commitment to ~\$85M using spot exchange rates. As a result, the Company has approached Coris Bank for an increase of ~\$8.1M (XOF 5.0 billion) to the loan principal under the Senior Debt Facility to provide additional liquidity to fund the expanded 2022 exploration program and to assist with working capital requirements on production start-up. A term sheet for this upsizing has been agreed and is awaiting credit committee approval from the bank before proceeding to closing and drawdown anticipated for in June 2022.

The Company regularly monitors its forecasted cost estimate at completion to determine if a funding shortfall exists. Based on its latest review, the Company remains fully funded to complete the construction of Bomboré.

### Silver Stream

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On October 15, 2021, the Company closed on the sale of the silver stream to Euro Ressources S.A. ("ERSA") whereby Bomboré has agreed to sell 50% of future silver production over the life of mine for no additional proceeds in exchange for an upfront payment of \$7.15M ("Silver Stream"). The Company received the \$7.15M upfront payment on closing.

Key terms under the Silver Stream include:

- Minimum annual delivery of 37,500 ounces of silver to ERSA commencing from the date of commercial production. If annual silver deliveries are below this minimum, the Company will make an initial catch-up payment only on the later of: (a) the fifth anniversary from the date of the initial silver delivery under the Silver Stream, and (b) repayment of the senior secured loans, to ensure that the aggregate minimum annual payment has been satisfied for each of the preceding years. Thereafter, the Company will make shortfall payments, if required, on an annual basis until the cumulative delivery or payment of 375,000 ounces of silver has been reached after which the minimum annual delivery guarantee will no longer apply.
- A buyback right to repurchase 50% of the Silver Stream from ERSA for \$7.15M if, within the first five years of commercial production, the Bomboré sulphide processing circuit achieves a plant throughput rate that is 50% higher (3.3Mtpa) than the 2019 FS design capacity of 2.2Mtpa.

- ERSA has a right of first refusal on the sale of a silver stream on the remaining silver production from Bomboré that has not been purchased by ERSA pursuant to the Silver Stream.

### **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 14,934 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 Mogtédou, 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 525,000 m of drilling to date is about 45 m for the RC holes (oxide zone) and 110 m for the core holes (sulphide zone), with deeper core drilling where 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 ("OBBSA"), the Company's subsidiary that holds the mining permit for the Bomboré Project.

#### **2019 Feasibility Study Update (inclusive of the Phase II Sulphide Expansion)**

On June 26, 2019, the Company announced the results of an updated NI 43-101 FS on the Bomboré Project. The NI 43-101 report with an effective date of June 26, 2019, can be found on the Company's website at [www.orezone.com](http://www.orezone.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

The 2019 FS was prepared for the Company under the direction of Lycopodium Minerals Canada Ltd. ("Lycopodium Canada"). The principal contributors to the 2019 FS were as follows:

<b>Contributor</b>	<b>Scope</b>
<b>Orezone Gold Corporation</b>	Project history, metallurgical test work, resettlement
<b>Lycopodium Canada</b>	Metallurgy test work interpretation, process plant, project infrastructure, project development plan, compilation of capex and opex, financial modelling, coordination, and compilation of 2019 FS
<b>Roscoe Postle Associates Inc. ("RPA")</b>	Geology, mineral resources
<b>AMC Consultants ("AMC")</b>	Mining, reserve statement
<b>Knight Piésold Consulting</b>	Tailings storage facility, water management and supply
<b>Antea Group</b>	Environment, permitting, and community relations

### **2019 FS ECONOMICS AND HIGHLIGHTS**

Using the base case assumptions of \$1,300/oz gold and an exchange rate of 550 CFA:1 US\$, the project economics (on a 100% basis) were as follows:

- Undiscounted LOM pre-tax cash flows of \$694M and after-tax cash flows of \$507M
- Pre-tax NPV<sub>5%</sub><sup>1</sup> of \$513M and IRR<sup>1</sup> of 62% with a 1.5 year payback<sup>2</sup>
- After-tax NPV<sub>5%</sub><sup>1</sup> of \$361M and IRR<sup>1</sup> of 44% with a 2.5 year payback<sup>2</sup>
- Mine life of 13+ years with LOM gold production of 1.6M ounces and an average annual gold production of 134K ounces in the first 10 years
- Initial project construction costs estimated at \$153M<sup>3</sup>
- LOM expansion capital costs of \$63M
- LOM cash costs of \$681/oz with cash costs of \$629/oz in the first 10 years
- LOM AISC<sup>4</sup> of \$730/oz with AISC of \$672/oz in the first 10 years

#### Notes

1. Discounting for purposes of calculating NPV and IRR begins from start of commercial production as cash flows in the pre-production period are not discounted.

2. Payback period is from the start of commercial production.
3. Capital estimate is from Q3-2019 onwards. All project expenditures prior to Q3-2019 are considered sunk.
4. Site-based All-In Sustaining Costs ("AISC") excludes Corporate G&A.

**MINERAL RESOURCES (INCLUSIVE OF MINERAL RESERVES)**  
**Bomboré Mineral Resource Estimate as of January 5, 2017, RPA**

Classification	Cut-off Au g/t	Measured			Indicated			Measured + Indicated			Inferred		
		Tonnage 000 t	Grade Au g/t	Contained Au koz	Tonnage 000 t	Grade Au g/t	Contained Au koz	Tonnage 000 t	Grade Au g/t	Contained Au koz	Tonnage 000 t	Grade Au g/t	Contained Au koz
Oxides	0.20	31,600	0.62	628	75,300	0.53	1,273	106,900	0.55	1,901	20,900	0.40	265
Sulphides	0.2 / 0.38	9,000	0.90	260	113,600	0.79	2,894	122,600	0.80	3,154	32,400	0.81	842
<b>TOTAL</b>		<b>40,600</b>	<b>0.68</b>	<b>888</b>	<b>188,900</b>	<b>0.69</b>	<b>4,167</b>	<b>229,400</b>	<b>0.69</b>	<b>5,055</b>	<b>53,300</b>	<b>0.65</b>	<b>1,107</b>

Notes:

1. CIM definitions (2014) were followed for Mineral Resources.
2. Mineral Resources are inclusive of Mineral Reserves.
3. Oxide resources are made up of the regolith, saprolite and upper transition layers reported at a cut-off of 0.2 g/t Au.
4. Sulphide resources are made up of lower transition and fresh layers reported at a cut-off of 0.2 g/t Au and 0.38 g/t Au respectively.
5. Mineral Resources have been constrained within a preliminary pit shell generated in Whittle software.
6. Mineral Resources are estimated using a long-term gold price of US\$1,400 per ounce.
7. A minimum mining width of approximately 3 m was used.
8. Bulk densities vary by material type.
9. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
10. Numbers may not add due to rounding.

RPA updated the mineral resource estimate used in the 2019 FS by incorporating the oxide material within the previously excluded Restricted Zones and the drilling completed to-date on the high-grade P17S deposit. The mineral resource estimate for the P17S deposit has an effective date of December 21, 2018, but the effective date of the deposit as a whole remains January 5, 2017 since the bulk of the mineral resources has not been updated since that estimate.

The 2019 FS mine plan is based on the above 2017 mineral resource estimate for Bomboré. The Company is currently working on updating the Bomboré mineral resource estimate by incorporating and re-modelling new and encouraging results from infill and step out drilling on both oxide and sulphide targets completed in 2017 to 2019. The Company expects to release updated mineral resource and mineral reserve estimates including a new NI 43-101 technical report in H1-2022.

**MINERAL RESERVES**

The Proven and Probable Mineral Reserves are the economically minable portions of the Measured and Indicated Mineral Resources as supported by the 2019 FS. The mineral reserves used in the 2019 FS includes all oxides, upper and lower transition, and sulphides delineated in the 2017 mineral resource estimate.

AMC prepared the following mineral reserve estimate using a long-term gold price assumption of \$1,250/oz.

**Bomboré Mineral Reserve Estimate – AMC, June 26, 2019**

Classification	Cut-off Au g/t	Proven			Probable			Proven & Probable		
		Tonnage 000 t	Grade Au g/t	Contained Au koz	Tonnage 000 t	Grade Au g/t	Contained Au koz	Tonnage 000 t	Grade Au g/t	Contained Au koz
Oxides	0.300 - 0.325	20,213	0.73	473	32,326	0.66	687	52,539	0.69	1,161
Sulphides	0.466 - 0.555	3,241	1.31	136	14,320	1.17	538	17,561	1.19	675
<b>TOTAL</b>		<b>23,453</b>	<b>0.81</b>	<b>610</b>	<b>46,647</b>	<b>0.82</b>	<b>1,225</b>	<b>70,100</b>	<b>0.81</b>	<b>1,835</b>

Notes:

1. Oxides include regolith, saprolite and upper transition material.
2. Sulphides include lower transition and fresh material.
3. Mineral Reserves have been estimated in accordance with the CIM Definition Standards.
4. Mineral Reserves are estimated at an average long-term gold price of US\$1,250/troy oz.
5. Mineral Reserves are based on cut-off grades that range from 0.300 to 0.325 g/t Au for oxides, and 0.466 to 0.555 g/t Au for sulphides.
6. Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.
7. There are 1.7Mt of low-grade mineralized oxide material above cut-off grade remaining in the stockpiles that are not included in the Reserves Estimate.
8. Mining recovery factors estimated at 98% for oxides and 96%-100% for sulphides.
9. Processing recovery varies by grade, weathering unit and location.

10. Rounding of some figures may lead to minor discrepancies in totals.

### MINE PLAN AND PRODUCTION SUMMARY

The 2019 FS mine plan is based on an annual plant feed rate of 5.2Mtpa, delivering higher-grade ore in the early years by stockpiling lower-grade material for drawdown in later years. The first 2.5 years of production will be free-dig oxide ore only. In Year 3 of commercial production, the sulphide circuit will be commissioned and as it ramps up to 2.2Mtpa, the throughput of the oxide circuit will be correspondingly reduced to 3.0Mtpa to maintain a combined mill feed rate of 5.2Mtpa.

Estimated gold production, ore feed type, diluted head grades, and metallurgical recoveries for each year in the LOM are summarized in the table below.

#### Summary Production Schedule – 2019 FS

Year	Oxide ore tonnes processed (Mt)	Oxide Gold grade (g/t)	Sulphide / LT ore tonnes processed (Mt)	Sulphide / LT Gold grade (g/t)	Total ore tonnes processed (Mt)	Gold grade (g/t)	Recoveries (%)	Gold Production ('000 ounces)
Pre-prod.	1.21	1.02	0.00	0.00	1.21	1.02	92.3%	36.63
1	5.19	1.03	0.00	0.00	5.19	1.03	92.3%	158.58
2	5.20	0.91	0.00	0.00	5.20	0.91	91.2%	138.56
3	3.75	0.73	1.45	1.59	5.20	0.97	88.7%	144.15
4	3.00	0.68	2.20	1.46	5.20	1.01	88.7%	149.70
5	3.00	0.76	2.20	1.23	5.20	0.96	87.2%	139.51
6	3.00	0.65	2.20	1.20	5.20	0.89	85.0%	125.82
7	3.00	0.70	2.20	1.12	5.20	0.88	86.0%	126.33
8	3.00	0.66	2.20	1.12	5.20	0.85	85.4%	121.83
9	3.00	0.66	2.20	1.12	5.20	0.85	85.3%	121.63
10	3.08	0.67	2.13	0.94	5.20	0.78	85.8%	112.07
11	4.55	0.57	0.65	0.92	5.20	0.62	85.8%	88.54
12	5.11	0.49	0.09 <sup>1</sup>	1.00	5.20	0.50	83.9%	70.32
13	5.16	0.40	0.04 <sup>1</sup>	0.87	5.20	0.40	80.1%	53.58
14	1.29	0.37	0.01 <sup>1</sup>	0.83	1.30	0.37	78.7%	12.32
<b>Life of Mine</b>	<b>52.54</b>	<b>0.69</b>	<b>17.56</b>	<b>1.19</b>	<b>70.10</b>	<b>0.81</b>	<b>87.2%</b>	<b>1,599.57</b>

Note 1: For these small yearly tonnages, the lower transition ("LT") and sulphide feeds will be crushed and processed through the oxide circuit, thereby eliminating the need to operate the sulphide SAG mill.

The LOM strip ratio is 2.34:1. The mine plan calls for 1.7Mt of unprocessed low-grade mineralized oxide material in stockpiles to remain at end of mine life. These stockpiles are not included in the mineral reserve estimate but are available for processing if future gold prices warrant.

### MINING

The Bomboré mine will be developed as an open pit operation mining oxide and sulphide material from over 60 separate pits of variable size and depth across a mineralized zone approximately 12.2 km long and 3 km wide.

Mining of ore and waste will be contracted out with an Owner's team responsible for mine planning, grade control, surveying, site management and contractor supervision.

#### Oxides

Mining will be performed by conventional diesel-hydraulic excavators in tandem with a fleet of rigid body Sino dump trucks and Caterpillar articulated dump trucks for deeper in-pit hauls. Ore and waste are readily excavated without the need for drill-and-blast ("free-dig"). Oxide mine waste will be used in the phased construction of the TSF with the remainder hauled either to the oxide waste rock dumps or to the environmental barriers.

#### Sulphides

Mining of the sulphides in the first three years of Phase II will preferentially include higher-grade ore from P17S to be blended with higher-grade ore from other sulphide zones to maximize the value of the project. The mining schedule was developed to

satisfy the physical and practical constraints including a sustainable production profile, achievable vertical advance rates, efficient use of low-grade stockpiling, and minimization of concurrent mining of oxides and sulphides within the same pits.

Approximately 24% of the 17.6Mt of sulphide circuit ore feed in the 2019 FS mine plan is comprised of LT ore.

## MINERAL PROCESSING

The process plant design prepared by Lycopodium Canada is based on a robust metallurgical flowsheet developed for optimum recovery while minimizing initial capital expenditures and LOM operating costs. This flowsheet is based on unit operations (crushing, milling, Carbon-in-Leach ("CIL"), elution, gold electrowinning and carbon regeneration) that are well proven in the industry and represents a low risk standard design that has been operating successfully at other similar West African gold mines.

The processing plant is designed with a nameplate capacity of 5.2Mtpa and will operate continuously year-round.

The Company has conducted extensive metallurgical test work on all Bomboré ore types since 2008. The most recent testing was completed in May 2019 by Base Metallurgical Laboratories Ltd. in Kelowna, Canada on LT and sulphide composite and variability samples to determine grinding and abrasion parameters and the effect of grind size, cyanide addition, pre-aeration, and leach time on gold extraction. The most recent testing of oxide material was completed by SGS Canada Inc. in Quebec, Canada in Q4-2017 that included grinding and reagent optimization work.

### Oxide Circuit

The oxide flowsheet and plant have been designed to treat the soft, fine-grained oxide ore without the need for crushing and only minimal grinding to achieve LOM plant recovery in excess of 88%. A single-stage ball mill, in closed circuit with hydrocyclones, will be utilized to attain the optimal grind size of 80% passing 125 microns with the cyclone overflow discharge reporting to a single-stage leach tank in series with a seven-stage CIL tank circuit for optimal gold recovery. Residence time within the CIL tanks will be 24 hours due to the fast leach kinetics of the oxide ore. Gold will be recovered in a standard carbon desorption plant, finishing with electrowinning, and smelting to produce gold doré bars.

The CIL tails will be 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 through a floating turret system and returned to the process water tank at the plant to maximize use of recycled water.

### Sulphide Circuit

The sulphide comminution circuit will consist of a primary jaw crusher followed by a SAG mill in closed circuit with hydrocyclones and a recirculation pebble conveyor system to achieve the optimal grind size of 80% passing 75 microns. A surge ore bin and dead ore stockpile are included in the design to provide surge capacity between the crushing and grinding stages. The cyclone overflow will report to a pre-leach thickener to increase leach slurry density, which minimizes leach tank volume and reduces overall reagent consumption. The slurry is then transferred to a pre-oxygenation tank followed by three leach tanks to provide 24 hours of residence time. The partially leached slurry is then pumped into the oxide circuit where it is combined with the oxide mill product and fed into the CIL circuit for an additional 24 hours of residence time to provide for an overall leach duration of 48 hours for the sulphide ores.

## 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 off-channel reservoir. The OCR is one of the mine pits excavated early and designed to hold sufficient water for the project on an annual basis. Pumps will transfer water from the OCR to the raw and process water tanks by pipeline. 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 power station will be constructed at the process plant by an independent power producer under a build-own-operate agreement. Overhead transmission lines of 11kV will be constructed from the power station to the TSF, camp, and the mining contractor's area.

- (c) **Offices and Accommodation:** A main camp, kitchen, and office complex including warehousing, sample preparation facility, and small vehicle repair shop are fully functional at the project site. All communications systems, including internet, are in place. 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.

## PROJECT SENSITIVITIES

The project economics are most sensitive to changes in gold price. At a gold price of \$1,500/oz, the project's after-tax NPV<sub>5%</sub> increases by 44% to \$520M.

The table below highlights the sensitivity of the project's NPV at different average gold prices over LOM.

Gold Price (\$/oz)	Base Case				
	\$1,100	\$1,200	\$1,300	\$1,400	\$1,500
NPV <sub>5%</sub> (\$M) After-Tax	186.6	273.8	361.0	434.7	520.0
IRR After-Tax	25.8%	34.7%	43.8%	51.8%	61.4%

### ***Bomboré Exploration Potential***

The Bomboré project spans over 13kms and its mineralized zones are yet to be fully defined. Several isolated mineralized zones are believed to be continuous but have not been drilled sufficiently to confirm such continuity. Two such zones identified as high priority drill targets are the P17 sulphide zone and the hanging wall oxide zone at Maga.

For the P17 sulphide zone, recent drilling has defined high-grade sulphide resources at P17S with grades more than double that of the overall average grade for the project. Drilling just north of the P17S reserve pit indicates that the deposit is still open and trending towards surface at P17, situated 1.2 kms to the north. Historical drilling at P17 has returned excellent intercepts and a large untested gap exists between these two areas. Future drilling is planned to infill this large, underexplored area.

For Maga, oxide targets in the hanging wall were previously inaccessible prior to the recent relocation of families to their new resettlement villages. Limited previous drilling together with auger drilling and historic artisanal gold workings all outside of current reserve pits provide a strong indication that the mineralized structures hosting the current reserves display good lateral continuity and are highly prospective to reserve expansion.

In addition, high-grade sulphide inferred mineralized zones are present directly below or along strike of several sulphide pits in the current mineral reserves, and previous drilling suggests that these zones are both wide and continuous at Siga South where the sulphide zone definition drilling is most advanced. The Company has identified three main target areas (Maga, Siga South, and Siga East) for sulphide resource drilling that warrant future exploration.

Bomboré also has 12,047 hectares of exploration claims surrounding its mining permit with numerous prospective targets that have been identified including the KT and P13 prospects located to the northeast and to the southwest of the mining permit, respectively.

### ***Social Responsibility and Sustainability***

The Company has made investments in local livelihood restoration initiatives and on community assistance programs with the purpose of improving the lives of those families living on or near the project and will continue with these investments during the project's life. The Company has contributed funding and in-kind resources toward community health and safety, educational programs, vocational training, food security, and regional development in addition to opportunities for local employment and support for small businesses. Examples include local hiring for Resettlement Action Plan ("RAP") construction, heavy equipment skills training for future job applicants, and support for new community businesses and subsistence programs (e.g. soap making, blanket weaving, agricultural gardens, chicken breeding, tree nurseries, and promotion of land reclamation techniques to improve yields and areas of arable land).

In addition, the Company is committed to open and responsive engagement with local stakeholders. The Company holds monthly meetings with planning committees comprised of local leaders and government officials and makes regular visits to nearby villages to disseminate information on project activities and to address any concerns. The Company has instituted a grievance mechanism whereby residents can lodge any project-related issues with the Company. The Company strives to respond rapidly and in a fair manner to all grievances received.

As a result, the Company believes that community support for the Bomboré Project remains strong.

### Permit status

The Bomboré Project is permitted for construction and Phase I oxide operations. The Phase II sulphide expansion has been approved with the formal decree issued on March 23, 2021.

The Bomboré Project consists of the expanded mining permit (28.9 km<sup>2</sup>) and four exploration permits: Bomboré II (17.2 km<sup>2</sup>), Bomboré III (45.5 km<sup>2</sup>), Bomboré IV (11.6 km<sup>2</sup>) and Bomboré V (46.2 km<sup>2</sup>). The Bomboré II, Bomboré III and Bomboré IV permits have been renewed once for another three-year term expiring on January 16, 2023.

Effective March 15, 2021, the Company received written confirmation that its application for a full re-instatement of the 2-year construction order was approved by both the Ministry of Energy and Mines, and the Ministry of Finance. The valid application of the 2-year construction order entitles the Company to the main benefit of reduced custom duties on the importation of equipment and materials during the Bomboré construction period.

### 2015 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.

On February 26, 2019, the Company signed the mining convention with the Government of Burkina Faso in connection with the mining license for Bomboré. This mining convention clarifies the rights and obligations of the parties and to guarantee the Company stability, including taxation and foreign exchange regulations. The mining convention is not a substitute for the law but specifies the provisions of the law. It is valid for the initial duration of the mining license and is thereafter renewable for one or more periods of five years at the request of the Company.

### REVIEW OF FINANCIAL RESULTS

The Company is in the development stage and does not yet have revenue-generating activities in any financial period. As of January 21, 2021, the Company transitioned from the exploration and evaluation ("E&E") phase to the development phase. In the development phase, costs that are directly attributable to project development are capitalized to mineral properties, plant, and equipment as mine under development.

#### Financial Results for the Three Months Ended March 31, 2022

	Three months ended March 31, 2022	Three months ended March 31, 2021
<b>Expenses</b>		
Exploration and evaluation costs	\$892,256	\$500,580
General and administration costs	1,033,333	971,755
Share-based compensation	964,791	797,289
Depreciation	30,945	72,295
Operating expenses	2,921,325	2,341,919
Other loss	2,100,587	828,578
Net loss for the period	5,021,912	3,170,497
Net loss attributable to shareholders of Orezone	5,051,997	3,119,204
Basic and diluted net loss per share attributable to shareholders of Orezone	(\$0.02)	(\$0.01)

**Exploration and Evaluation Costs**

E&E costs increased by \$0.4M in Q1-2022 as compared to Q1-2021 mainly due to:

- In Q1-2022, the Company completed 4,084 metres of exploratory diamond drilling at a cost of \$0.4M. There was no active drill program in Q1-2021.
- In Q1-2022, the Company incurred \$0.2M of consultant costs on the pending mineral resource and reserve update.

Partially offset by:

- In Q1-2021, the Company incurred \$0.2M of project-related costs prior to entering the development phase on January 21, 2021. Subsequent to entering the development phase, all such costs have been capitalized to mine under development.

**General and Administrative ("G&A") Costs**

G&A costs in Q1-2022 was consistent those in Q1-2021 as there were no major cost changes in corporate administration and personnel costs.

**Share-based Compensation**

Share-based compensation expense increased by \$0.2M from \$0.8M in Q1-2021 to \$1.0M in Q1-2022. The increase was primarily driven by the grant of 550,765 DSUs in Q1-2022 at a fair value of C\$1.18 each, compared to the smaller grant of 398,000 DSUs in Q1-2021 at a fair value of C\$0.91 each.

**Other loss**

Other loss increased by \$1.3M from a loss of \$0.8M in Q1-2021 to a loss of \$2.1M in Q1-2022 mainly due to:

- A \$2.8M loss from the fair value remeasurement of the warrant liability at the end of Q1-2022 (Q1-2021: \$nil) as a result of the market price of the warrants increasing from C\$0.62 to C\$0.81 during the current quarter. There is no loss in the corresponding quarter in 2021 as prior to the USD functional currency change on July 1, 2021, the Company's C\$ denominated warrants were classified as equity.
- A \$0.1M fair value loss on the Silver Stream in Q1-2022 (Q1-2021: \$nil). The Silver Stream closed on October 15, 2021. Subsequent to this date, the Silver Stream is remeasured at each reporting date.

Partially offset by:

- A \$0.2M fair value gain on the Sarama shares in other financial assets (Q1-2021: \$0.3M fair value loss)
- A \$0.6M foreign exchange gain in Q1-2022 (Q1-2021: \$0.6M foreign exchange loss) primarily related to favourable movements in foreign exchange rates against the USD resulting in unrealized foreign exchange gains on revaluation of the XOF-denominated Senior Debt Facility and non-USD denominated payables.

**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 USD millions, except for the net loss per common share amounts (basic and diluted).

	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
<b>Net loss for the period</b>	(5.02)	(4.50)	(7.99)	(3.06)	(3.17)	(5.78)	(4.12)	(2.34)
<b>Net loss attributable to shareholders of Orezone</b>	(5.05)	(4.44)	(7.99)	(3.02)	(3.12)	(5.36)	(3.79)	(2.17)
<b>Net loss per common share attributable to shareholders of Orezone, basic and diluted</b>	(0.02)	(0.02)	(0.02)	(0.01)	(0.01)	(0.02)	(0.02)	(0.01)

The fair value loss on the remeasurement of the warrant liability in Q1-2022 totaled \$2.8M, and the cumulative loss on remeasurement since the transition to the USD functional currency effective July 1, 2021 is \$10.6M. The Company entered the

development phase on January 21, 2021 and subsequent to this date, project related expenditures have been capitalized, whereas prior to this date, exploration and evaluation expenditures were expensed in accordance with the Company's accounting policy.

### Cash Flows

The following table represents the condensed cash flows for the three months ended March 31, 2022 and 2021. Discussion of the significant items impacting the cash flows is provided below.

	Three months ended March 31, 2022	Three months ended March 31, 2021
<b>Total cash outflows used in operating activities</b>	<b>(\$1,706,299)</b>	(\$1,655,403)
<b>Total cash outflows from investing activities</b>	<b>(37,475,272)</b>	(3,026,639)
<b>Total cash inflows from financing activities</b>	<b>17,212,104</b>	54,931,861
<b>Effect of foreign currency translation on cash</b>	<b>(230,659)</b>	564,549
<b>(Decrease) increase in cash</b>	<b>(22,200,126)</b>	50,814,368
<b>Cash and cash equivalents, beginning of period</b>	<b>36,082,980</b>	8,866,617
<b>Cash and cash equivalents, end of period</b>	<b>\$13,882,854</b>	\$59,680,985

### Operating

During Q1-2022, the Company used \$1.7M to fund its operating activities (Q1-2021: \$1.7M). During the development phase, operating activities primarily relate to exploration activities and corporate administration costs. Expenditures directly related to project construction are capitalized to mineral properties, plant and equipment, and classified as investing activities.

### Investing

Cash outflows from investing activities increased by \$34.5M from \$3.0M in Q1-2021 to \$37.5M in Q1-2022 due to the ongoing capitalization of Bomboré project development costs. During Q1-2022, the Company continued with pre-production mining and site construction of the Bomboré processing plant, surface infrastructure, and power plant. For Q1-2021, Bomboré project work was limited to detailed engineering and design, and early procurement activities as site construction had yet to commence.

### Financing

During Q1-2022, cash inflows from financing activities of \$17.2M mainly consisted of \$17.3M from the second draw of the Senior Debt Facility and \$0.2M from option exercises, partially offset by \$0.3M in cash interest paid on the Company's project loans. In Q1-2021, the \$54.9M cash inflows were the result of the net proceeds from the January 2021 bought-deal common share offering.

### Financial Position

The following table represents the condensed financial position for the periods ended March 31, 2022 and December 31, 2021. Discussion of the significant items impacting the financial position is provided below:

	March 31, 2022	December 31, 2021
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$13,882,854	\$36,082,980
Other current assets	3,206,288	3,027,228
<b>Total current assets</b>	<b>17,089,142</b>	39,110,208
<b>Non-current assets</b>		
Other financial assets	614,053	403,144
Deferred financing costs	2,417,754	3,704,553
Mineral properties, plant and equipment	142,478,082	97,280,591
<b>Total assets</b>	<b>\$162,599,031</b>	\$140,498,496

**LIABILITIES AND EQUITY**

<b>Current liabilities</b>		
Trade and other payables	<b>\$21,330,734</b>	\$19,359,315
<b>Non-current liabilities</b>		
Warrant liability	<b>11,453,373</b>	8,633,726
Loans and borrowings	<b>61,360,062</b>	45,826,744
Lease liabilities	<b>418,462</b>	441,431
Silver stream liability	<b>7,739,367</b>	7,688,638
Environmental rehabilitation provision	<b>9,600,825</b>	4,672,139
<b>Total liabilities</b>	<b>111,902,823</b>	86,621,993
<b>Total equity</b>	<b>50,696,208</b>	53,876,503
<b>Total liabilities and equity</b>	<b>\$162,599,031</b>	\$140,498,496

**Total current assets**

Current assets decreased by \$22.0M from \$39.1M at the end of 2021 to \$17.1M at the end of Q1-2022, mainly as a result of the utilization of cash towards the ongoing construction of Bomboré partially offset by the second loan drawdown of \$17.3M on the Senior Debt Facility.

**Other financial assets**

Other financial assets increased by \$0.2M in Q1-2022 from \$0.4M at the end of 2021 to \$0.6M at the end of Q1-2022 due to the increase in the fair value of the 3.2M shares of Sarama Resources Ltd. held by the Company.

**Deferred financing costs**

Deferred financing costs decreased by \$1.3M in Q1-2022 from \$3.7M at the end of 2021 to \$2.4M at the end of Q1-2022. The decrease is from the transaction costs allocated to the second loan drawdown on the Senior Debt Facility. Remaining deferred financing costs relate to the undrawn principal balance on the Senior Debt Facility which are expected to be drawn in the upcoming months to fund the remaining Bomboré construction and commissioning.

**Mineral properties, plant and equipment**

The increase of \$45.2M from \$97.3M at end of 2021 to \$142.5M at the end of Q1-2022 is attributable to \$45.2M in capitalized project expenditures made during Q1-2022. These expenditures include \$6.7M in pre-production mining costs, \$4.8M on power plant construction, \$2.2M of capitalized borrowing costs, and \$4.9M related to the increase in the Company's environmental rehabilitation provision.

**Trade and other payables**

The increase of \$1.9M from \$19.4M at end of 2021 to \$21.3M at end of Q1-2022 is primarily the result of ongoing peak levels of development, construction, and mining activities at Bomboré.

**Warrant liability**

The \$2.9M increase from \$8.6M at the end of 2021 to \$11.5M at the end of Q1-2022 is driven by the increase in the market price of the Company's publicly-traded warrants from C\$0.62 to C\$0.81 during the current quarter.

**Loans and borrowings**

The increase of \$15.6M from \$45.8M at Q4-2021 to \$61.4M at Q1-2022 is primarily related to the \$17.3M (XOF 10 billion) second drawdown of the Senior Debt Facility's medium-term loan, partially offset by \$1.3M of allocated transaction costs, and a \$0.6M foreign exchange gain.

**Silver stream liability**

The \$0.1M increase is the result of the remeasurement of the liability at the end of Q1-2022.

**Environmental rehabilitation provision**

The \$4.9M increase from \$4.7M at the end of 2021 to \$9.6M at the end of Q1-2022 is predominantly related to the additional disturbances being incurred at the Bomboré project site as construction continues to advance toward completion in Q3-2022.

**Liquidity and Capital Resources**

The Company raises funds to conduct its activities and to execute its business plans through debt or equity issuances, 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 \$13.9M as of March 31, 2022, a decrease of \$22.2M from cash of \$36.1M at December 31, 2021 as a result of the ongoing construction activities at the Bomboré project.

As of May 13, 2022, the Company had fully drawn the \$35M Convertible Note Facility and \$7.15M Silver Stream, and has made draws totalling ~\$59.3M (XOF 35.0 billion) on the Senior Debt Facility with ~\$28.9M (XOF 17.5 billion) remaining available for future drawdowns. The project financing, which in combination with the bought-deal equity financing from January 28, 2021, are expected to fund the Company through mine construction and into commercial production, with first gold targeted in Q3-2022.

The Company expects to raise funds through additional equity or debt issuances in the coming months for the purpose of expanding its exploration drilling programs during construction and to support working capital on the ramp-up of early production.

**Share Capital**

As of May 13, 2022, the Company had 325,913,502 common shares, 17,447,350 warrants, 22,442,499 stock options, 2,422,792 RSUs, and 948,765 DSUs issued and outstanding.

**Contractual Obligations**

The following table summarizes the contractual maturities of the Company's operating, capital, and financing commitments at March 31, 2022 shown in contractual undiscounted cashflows:

	<b>Within 1 year</b>	<b>Between 1 and 5 years</b>	<b>Thereafter</b>	<b>Total</b>
Trade and other payables	\$21,330,734	-	-	<b>\$21,330,734</b>
Capital commitments	32,689,833	443,610	-	<b>33,133,443</b>
Operating commitments	1,212,518	16,951	-	<b>1,229,469</b>
Lease commitments	189,719	492,069	97,948	<b>779,736</b>
Senior Debt Facility	3,752,552	38,601,915	-	<b>42,354,467</b>
Convertible Note Facility	2,975,000	45,546,986	-	<b>48,521,986</b>
<b>Total</b>	<b>\$62,150,356</b>	<b>\$85,101,531</b>	<b>\$97,948</b>	<b>\$147,349,835</b>

The Company's capital commitments relate to non-cancellable purchase orders or contracts entered into by the Company with respect to construction and pre-production mining activities at its Bomboré Project in Burkina Faso.

The Company has a Silver Stream to deliver 50% of future silver production from the Bomboré Project to ERSA with minimum annual silver delivery obligations, which if not met, may require shortfall payments by the Company.

The Senior Debt Facility and the Convertible Note Facility presented include both contractual principal and interest payments, and in the case of the Convertible Note Facility, excludes the exercise of the equity conversion rights.

**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 except for compensation of key management personnel.

**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

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The Company's business at the present stage of exploration and development of the Bomboré Project involves a high degree of risk and uncertainty. For full details on the risks and uncertainties affecting the Company, please refer to the Company's audited annual consolidated financial statements, annual MD&A, and annual information form for the year ended December 31, 2021 which are available on the Company's website at [www.orezone.com](http://www.orezone.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

### *Coronavirus (COVID-19) health crisis*

The global COVID-19 pandemic continues to evolve and the management thereof remains a significant focus for the business. Any future emergence and spread of similar pathogens will and could have an adverse impact on global economic conditions which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, and its ability to advance its development project.

The Company continues to closely monitor developments and is taking necessary measures to manage the impact of the COVID-19 pandemic on its personnel, the construction and development of the Bomboré Project, and exploration activities.

### *Supply chain macroeconomic risk*

Operations may be affected by the Company's potential inability to source and receive critical materials and services. Supply chains are subject to a number of risks not wholly within the Company's control, including: terrorism, political instability leading to the closing of borders, exchange rate fluctuation, inflation and changes in law (including increased environmental standards, international sanctions and local content requirements). Any disruption to supply chains could impact production, may require unplanned expenditure and could negatively impact cash flows. The Company is monitoring the impact of the current Russia-Ukraine conflict on global supply chains and the effect on energy and commodity prices.

## Financial Instruments and Related Risks

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The fair values of the Company's financial instruments consisting of cash, other receivables, and trade and other payables approximate their carrying values because of their short terms to maturity. The fair value of marketable securities held in other financial assets and the warrant liability is determined based on quoted market prices. The loans and borrowings were initially recognized at fair value and, subsequently, have been measured at amortized cost. The Silver Stream liability is determined using inputs that are not based on observable market data. The fair value of these financial instruments approximates their carrying value.

As of March 31, 2022, the Company had 3,200,000 common shares of Sarama Resources Ltd. with a fair value of \$614,053 (December 31, 2021: \$403,144).

As of March 31, 2022, the Company had 17,684,950 warrants outstanding with a fair value liability of \$11,453,373 (December 31, 2021: \$8,633,726). Each warrant entitles the holder to acquire one common share of the Company until January 29, 2023 at an exercise price of C\$0.80. The weighted average remaining contractual life of the warrants is 0.83 years (December 31, 2021: 1.08 years). Effective July 1, 2021, the change in functional currency to the USD resulted in the reclassification of the Company's CAD denominated warrants from an equity instrument to a derivative financial liability.

As of March 31, 2022 the fair value of the Company's Silver Stream liability was \$7,739,367 (December 31, 2021: \$7,688,638).

As of March 31, 2022, the carrying amount of the Company's loans and borrowings held at amortized cost was \$61,360,062 (December 31, 2021: \$45,826,744).

## Critical Accounting Estimates, Judgments, and Assumptions

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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. Actual 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 2021 annual MD&A as well as Note 4 in the Company's 2021 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 months ended March 31, 2022. There have been no significant changes compared to December 31, 2021.

## Internal Controls Over Financial Reporting and Disclosure Controls and Procedures

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Management is responsible for establishing and maintaining adequate internal controls over financial reporting and disclosure controls and procedures. The Company's internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Any system of internal controls over financial reporting and disclosure, no matter how well designed, has inherent limitations. The effectiveness of internal controls is also subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may change.

There were no changes in our internal controls over financial reporting during the three months ended March 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## Forward-Looking Statements

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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 statements about mineral reserve and resource estimates and the timing of updates thereof, planned expenditures on the Company's projects, obtaining renewed exploration permits, 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, 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, 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**

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Unless otherwise indicated, all mineral resource and mineral reserve estimates included in this MD&A have been prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian securities administrators, which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission. Accordingly, mineral resource and mineral reserve estimates, and other scientific and technical information, contained in this MD&A may not be comparable to similar information disclosed by U.S. companies.

### **Qualified Persons**

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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 amended technical report on the Bomboré Project titled "NI 43-101 Technical Report (Amended) Feasibility Study of the Bomboré Gold Project Burkina Faso" with an effective date of June 26, 2019. 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.