OREZONE

TSXV: ORE

OREZONE GOLD CORPORATION

ANNUAL INFORMATION FORM

For the Fiscal Year Ended December 31, 2016

April 6, 2017

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TECHNICAL INFORMATION

The disclosures in this annual information form ("AIF") of a scientific or technical nature for the material projects of Orezone Gold Corporation ("Orezone" or the "Company") are based on technical reports prepared for those projects in accordance with National Instrument 43-101 - *Standard of Disclosure for Mineral Projects* ("NI 43-101") of the Canadian Securities Administrators and other information that has been prepared by or under the supervision of "qualified persons" under NI 43-101 and included in this AIF with the consent of such persons. Dr. Pascal Marquis, Geo., Senior Vice President of Exploration, the Company's qualified person under NI 43-101, supervises all work associated with exploration and development programs in West Africa. Mr. Tim Miller, BS and MBA, is the Company's Chief Operations Officer and is a qualified person under NI 43-101, and Mr. Ron Little, P. Eng., the President and Chief Executive Officer, is also a qualified person under NI 43-101. All other information has been prepared and included in this AIF following review and verification by Mr. Little, Dr. Marquis and Mr. Miller. The technical reports have been filed on SEDAR and can be reviewed at www.sedar.com.

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this AIF are "forward-looking statements" or "forward looking information" within the meaning of Canadian securities laws, the United States Private Securities Litigation Reform Act of 1995 and other applicable securities laws. When used in this AIF such statements use such words as "anticipate", "may", "will", "expect", "believe", "plan", "forecast", "budget" and other similar terminology. These statements reflect management's expectations as of the date of such forward-looking statements regarding the Company's future operational or financial performance and should not be read as guarantees of future performance or results. These forward-looking statements include, but are not limited to, references to: timing of the receipt of governmental approvals and/or acceptances; targets, estimates and assumptions in respect of gold production and prices; amount and type of future capital expenditures and capital resources; Mineral Reserves and Mineral Resources; anticipated grades; recovery rates; future financial or operating performance; costs and timing of the development of new deposits; costs, timing and location of future drilling; earning of future interests in various permits; production decisions; costs and timing of construction; operating expenditures; costs and timing of future exploration; and, environmental and reclamation expenses.

In particular, forward-looking statements in this AIF include, statements regarding, among others, completing an updated feasibility study on the Bomboré project during H1 2017, commencement of construction and gold production at the Bomboré project. Although the Company has full intentions to complete any stated future objectives, there can be no assurance that future required regulatory approvals will be obtained or that sufficient project financing will be obtained or anticipated transactions or proposed work and construction programs will be completed satisfactorily.

Such forward-looking statements are based on a number of material factors and assumptions, including that contracted parties provide goods and/or services on the agreed timeframes, that equipment necessary for construction and development is available as scheduled and does not incur unforeseen breakdowns, that no labour shortages or delays are incurred, that plant and equipment functions are as specified, that no unusual geological or technical problems occur, there are no material changes to the fiscal policies of the country of Burkina Faso and its mining laws, that sufficient financing is available and in place and that on-going contractual negotiations will be completed successfully and will progress and/or be completed in a timely manner.

All references to Mineral Reserves and Resources contained in this AIF are calculated in accordance with the standards set by the Canadian Institute of Mining, Metallurgy and Petroleum and disclosed in accordance with NI 43-101. Actual recoveries of mineral products may differ from Mineral Reserves and Resources as reported due to inherent uncertainties in acceptable estimating techniques. In particular, "Indicated" and "Inferred" Mineral Resources have a great amount of uncertainty as to their existence and economic and legal feasibility. It cannot be assumed that all or any part of an "Indicated" or "Inferred" Mineral Resource will ever be upgraded to a higher category of resource. Investors are cautioned not to assume that all or any part of the mineral deposits in these categories will ever be converted into Proven or Probable Reserves.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

These risks include, but are not limited to:

- Orezone's ability to successfully establish mining operations and profitably produce gold;
- Potential for the Company to become subject to additional tax liabilities;
- Permitting and license risks;
- Changes in, and volatility of, the price of gold;
- Operating in West Africa, including changes in government, related unrest, protests and vandalism, government sanctions, terrorism, terrorist acts and related operational delays, government instability and war;
- The speculative nature of resource exploration and development projects;
- Potential changes in applicable laws, fiscal policies related to mining, regulations, agreements or changes in their enforcement or regulatory interpretation;
- Potential changes to the mining code of Burkina Faso, tax laws, and related government guarantees or stabilization agreements thereof and the ability of the Company to dispute any changes that may negatively impact the value of the project and shareholder returns;
- The accuracy of Orezone's Mineral Resource and Reserve estimates;
- The fact that Orezone has a history of losses and expects to incur losses for the foreseeable future;
- Orezone's reliance on its management team;
- The availability of local labour, local and outside contractors and equipment when required to carry out our exploration and development activities;
- The Company's ability to finance the development of its mineral projects;
- Uncertainties related to title to the Company's mineral projects;
- The Government of Burkina Faso's interests in the Company's subsidiaries that hold mining permits;
- Health risks associated with the mining workforce in Burkina Faso;
- Environmental risks;
- Operational risks and hazards inherent in the mining industry including the security and protection of its employees against unforeseen events;
- The potential inability to maintain the infrastructure necessary to carry out mining, processing, development and exploration activities;
- Operations of the Company are carried out in geographical areas which are subject to various other risk factors;
- The Company's property interests are held in areas in Burkina Faso that have historically been mined by artisanal miners;
- Mining companies face increasing public scrutiny and monitoring of their activities to demonstrate that operations will benefit local governments and communities surrounding projects;

- Impact of evolving anti-corruption laws;
- The potential unavailability of insurance to cover certain risks;
- The competitive nature of the mining industry;
- Currency fluctuations;
- The Company does not intend to pay dividends in the foreseeable future;
- Investors may have difficulty enforcing judgments;
- Shareholders' interest in the Company may be diluted in the future;
- Factors that have historically made Orezone's share price volatile;
- Investors outside of Canada may have difficulty bringing actions and enforcing judgments against the Company, its directors, its executive officers and some of the experts named in this AIF; and
- Differences in US and Canadian practices for reporting Mineral Resources.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. See ''Risk Factors'' beginning on page 9. Although the Company has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, and accordingly readers should not place undue reliance on forward-looking statements. The Company assumes no obligation to update or revise forward-looking statements to reflect new events or circumstances. You are cautioned against placing undue reliance on forward-looking statements.

CAUTIONARY NOTE TO UNITED STATES INVESTORS

This AIF has been prepared in accordance with the requirements of securities laws in effect in Canada, which differ from the requirements of the United States securities laws. Without limiting the foregoing, the disclosure in this AIF uses terms that comply with reporting standards in Canada and certain estimates are disclosed in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosures an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all Mineral Reserve and Mineral Resource estimates contained in this AIF have been disclosed in accordance with NI 43-101 and prepared in accordance with the standards set by the Canadian Institute of Mining, Metallurgy and Petroleum Classification System. These standards differ significantly from the requirements of the Securities & Exchange Commission of the United States (the "SEC"), and resource information contained herein and incorporated by reference herein may not be comparable to similar information disclosed by US companies. For example, the Company uses the terms "Measured Mineral Resources", "Indicated Mineral Resources" and "Inferred Mineral Resources" in this AIF to comply with the reporting standards in Canada. Investors are advised that while those terms are recognized and required by Canadian regulations, the SEC does not recognize them. Under United States standards, mineralization may not be classified as a "Reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. United States investors are cautioned not to assume that all or any part of Measured or Indicated Resources will ever be converted into Reserves. These terms have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. In accordance with Canadian rules, estimates of Inferred Mineral Resources cannot form the basis of feasibility or other economic studies. It cannot be assumed that all or any part of Measured Mineral Resources, Indicated Mineral Resources, or Inferred Mineral Resources will ever be upgraded to a higher category or that such resources are economically or legally mineable. Disclosure of "contained ounces" is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "Reserves" as in place tonnage and grade without reference to unit measures.

In addition, the definitions of Proven and Probable Reserves permitted by NI 43-101 differ from the definitions in the SEC Industry Guide 7. Accordingly, information contained in this AIF containing descriptions of mineral projects may not be comparable to similar information made public by US companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations there under.

1.0 CORPORATE STRUCTURE

Orezone Gold Corporation was incorporated under the *Canada Business Corporations Act* by articles of incorporation on December 1, 2008 under the name 7086130 Canada Inc. and was subsequently renamed Orezone Gold Corporation on January 8, 2009. The Company is the product of a spin-out transaction between Orezone Resources Inc. ("Resources") and IAMGOLD Corporation ("IAMGOLD").

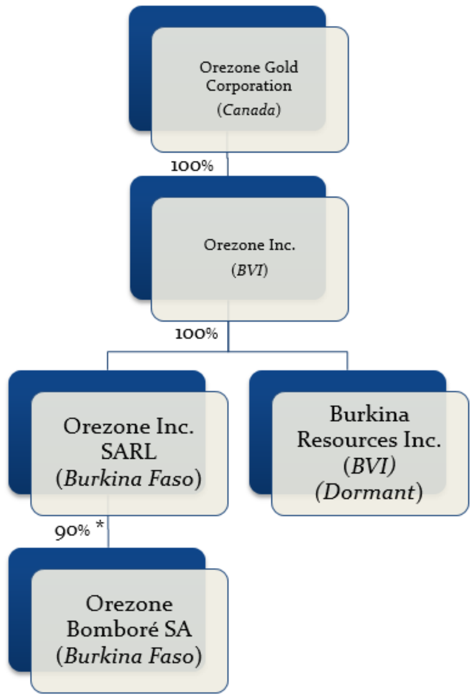
The consolidated financial statements of the Company (the "Financial Statements") and Management's Discussion and Analysis ("MD&A") for the 2010 and prior fiscal years, contain a carve-out of the historical results of the non-Essakane operations of Resources prior to the Transaction closing on February 25, 2009. All discussions of the Company's activities prior to February 25, 2009 refer to the non-Essakane operations of Resources as if they were owned by the Company. This information is provided under the continuity of interest assumption to show what the Company would have looked like in prior periods on a retrospective basis. Additionally, the activities of the Company occurring prior to February 25, 2009 that are described in this AIF refer to the non-Essakane operations of Resources.

The shares of the Company commenced trading on the Toronto Stock Exchange ("TSX") under the symbol **"**ORE**"** on February 25, 2009. In November 2015, the Company voluntary applied and was subsequently approved to move its listing on the TSX to a Tier 1 listing on the TSX Venture Exchange (the "TSXV"). The Company started trading on the TSXV on December 21, 2015 under the same symbol, ORE.

The registered and principal office of the Company is located at 290 Picton Avenue, Suite 201, Ottawa, Ontario, K1Z 8P8. The Company's main operating subsidiary, Orezone Inc., is resident in the British Virgin Islands which has a field office through its subsidiary in the city of Ouagadougou, Burkina Faso, West Africa.

Orezone Inc.'s residency in the British Virgin Islands is a product of the transaction structure put in place at the time that Resources initially acquired the Essakane project in 2002. When Resources ultimately sold the Essakane project to IAMGOLD in 2009, Orezone Inc., among other non-Essakane assets, was spun out into the Company. The Burkina Faso subsidiaries were established as the Company's projects in-country advanced, as required by laws of Burkina Faso for companies with activities in the country.

The following chart illustrates certain subsidiaries of Orezone, together with the jurisdiction of incorporation of each such subsidiary and the percentage of voting securities beneficially owned or over which control or direction is exercised by Orezone.



* *In accordance with the mining laws of Burkina Faso, the Government of Burkina Faso will have a 10% carried equity interest in the company holding the mining permit for any producing mineral project of the Company in Burkina Faso.*

2.0 DEVELOPMENT OF THE BUSINESS

The Company is engaged in the acquisition, exploration and development of gold projects in Burkina Faso. The Company is in the exploration and evaluation stage. The Company's primary objective is to identify and develop commercially viable gold deposits and become a producing company. Additionally, the Company is typically actively exploring or seeking to explore other projects at various stages of exploration and is looking at potential investments, synergies, mergers and acquisitions or strategic alternatives to achieve its objective.

The Company has concentrated its activities in Burkina Faso, West Africa since 1996 with minor expenditures in Niger and Mali in previous years. The Company decided to focus on Burkina Faso because it has similar geology, but is relatively underexplored, compared to the neighbouring countries of Mali and Ghana. In addition, Burkina Faso has good infrastructure relative to much of West Africa, and has provided the opportunity to acquire both relatively large underexplored tracts of land as well as more advanced stage assets on reasonable terms. Burkina Faso improved its fiscal policy for mining companies in 2003, making it more competitive with Mali and Ghana. In 2015, the transitional government of Burkina Faso voted in a new mining code that is less competitive and could undermine the development of some gold projects, considering gold prices are below $1,300. On June 26, 2015, the *Conseil National de la Transition* approved a new Mining Code that was adopted by the parliament on July 16, 2015, and promulgated on October 29, 2015. Except for the social unrest that occurred in late 2014 and late 2015 as described in section 3.3 – *Overview of Burkina Faso*, the country has been politically stable for many years. As at the date of filing the AIF, Orezone has interests in five exploration permits (two projects) covering approximately 303 square km and one 25 square km mining permit on the Bomboré project in Burkina Faso.

Three Year History

The following describes the general development of Orezone's business as of the date of this AIF and over the last three completed financial years.

2014 Activities

Exploration and Development

On January 22, 2014, the Company announced the results of a positive Bomboré heap leach project Preliminary Economic Assessment (“PEA”) with an after-tax IRR of 23.9% to Orezone using a $1,250 gold price. The PEA used only the Measured and Indicated (“M&I”) oxide and transition resources from the April 26, 2013 Resource along with current operating and capital cost estimates based on other operations in the region. The sulphide resources, which are not amenable to heap leaching (“HL”), were excluded from the PEA and are considered to be potential upside at higher gold prices if the processing circuit was expanded to a standard carbon in leach (“CIL”) processing with additional crushing and grinding.

The Company commenced in Q1 2014 the detailed heap leach metallurgical and comminution test work including cement agglomeration and compaction-permeability tests, column leach tests, geotechnical drilling and a gap analysis of the Environmental and Social Impact Assessment (“ESIA”) and Resettlement Action Plan (“RAP”). Based on the detailed test work results, the Company further optimized the planned processing method to employ a combined HL and CIL process circuit. A second round of metallurgical tests using 2.2 tonnes of oxide core commenced during the month of July 2014 to complete a detailed metallurgical study of the combined process retained for the Feasibility Study (“FS”). Test results also indicated that the scrubbed crushed material shows acceptable characteristics to be used as over liner material on the HL pad instead of using higher priced aggregate from quarries. Preliminary metallurgical test work results indicated just under 50% of the oxide material (>0.212 mm) will be processed on the HL side of the circuit and recoveries are expected to be in the 82-88% range. The remaining 50% of the oxide material (<0.212 mm) will be processed through a simple CIL circuit without grinding and recoveries are expected in the 87-92% range. Along with the increased recoveries, the Company expects operating costs to be lower for the combined process than for the HL process due to reduced cement usage, partially offset by additional capital requirements needed for the additional equipment. A pre-feasibility study that combines the heap leach and tailing facility was completed during Q3 2014 with positive results, and work to optimize the design to a full FS level was in progress at year-end. In addition, the Company optimized its open pit mine design and explored the use of a more versatile mining fleet made up of smaller trucks and shovels than the fleet assumed in the 2014 PEA, resulting in capital cost savings, improved operating costs, and a reduced strip ratio.

A 21,000 m drilling program started in Q2 2014 and was completed in Q3 2014, with the objective to advance the definition drilling of the oxide resources in the northern portion of the project, the area where two thirds of the oxide resources are located and where mining is expected to be focused during the early years of production. Approximately 500 m of core drilling from the 2014 program was focused on the P17S target located along the main shear zone trend. Results from 22 core and 7 RC holes completed to date indicate a deformed and shallowly dipping granodiorite unit that averages 7.1 m in thickness (true width is approximately 85%) with an average uncut grade of 2.71 g/t (using a 0.5 g/t cut-off). The drilling extends over an area of about 1 hectare with an average depth to the mineralized unit of only 28 m; the deepest intersection is 55 m below surface. Projecting the geology to a depth of 100 m could double the prospective area. All assays were performed using a 1 kg bottle roll technique (identical to the other Bomboré samples) with indicative cyanide soluble recoveries over 95%. Although these results are interesting, with grades more than double the average grade of the Bomboré resource, further drilling is not likely to occur until after the Bomboré oxide deposit is developed.

Permitting

The original Bomboré I permit (104.5 km^2) was renewed in December 2012 for an additional two-year exploration term (an extension expiring February 17, 2015). In September 2014, the Company applied for an additional one-year extension to allow for the completion the FS and mining permit application. In January 2015, the Company received the formal title document evidencing the extension to February 17, 2016.

2015 Activities

Exploration and Development

On April 28, 2015, the Company released the highlights of its 2015 Feasibility Study (“2015 FS”), with the NI 43-101 technical report filed on SEDAR on June 10, 2015. However, as a result of the resource revision released on August 22, 2016, the Company withdrew the 2015 FS and it can no longer be relied upon until the resource, reserves and 2015 FS have been updated and released in Q2 2017.

The Company completed the various technical studies including the preliminary versions of the ESIA and RAP reports during H1 2015. Based on these studies and reports, the Company applied for a mining permit on May 25, 2015. One impact caused by the project is the resettlement of the population living on the project site (609 traditional families and 1,360 households from artisan gold miners) and the expropriation of 700 ha of agricultural land. The Company has identified potential resettlement areas for each of the communities impacted by the project and has mandated Socrege, BEGE and WSP to manage and complete the RAP and ESIA reports, which were submitted to the Ministry of Environment in September 2015.

The 2015 FS site plan layout, ESIA and RAP were presented to the local population in Q2 2015. The RAP negotiations were concluded with all representatives for the first stage of resettlement and the list of goods and families eligible for compensation under the RAP was validated for all three phases of resettlement during Q2 2015. In July, signed protocols agreeing to relocation in future years were obtained for Stages 2 and 3 impacted communities to complete the process for all stakeholders. On September 16, 2015, the Company announced it had submitted an updated RAP and ESIA to the Ministry of Environment based on the signed resettlement protocols with all of the communities impacted by the development of the project, including the artisan gold miners. The Ministry of Environment organized their own mandatory audit and public hearings with respect to the Bomboré ESIA and RAP. The public hearings took place in November 2015, followed by a two-day session on January 12-13, 2016 with their technical committee[1] for an ultimate review of the project. The final report from the public hearings was delivered to the Company in March 2016, delayed in part by the November 29, 2015 Presidential and legislative elections. The report and final recommendations from the COTEVE session was delivered to the Company in February 2016. The final versions of the RAP and ESIA were finalized and filed in March 2016.

Permitting

The Company applied in May 2015 for an industrial mining permit for the Bomboré Gold Project.

On November 5, 2015, the Company received formal documentation evidencing a three-year exceptional extension on its Bondi exploration permit.

Financing

On January 27, 2015, the Company announced the completion of a royalty purchase agreement (“Agreement”) with Sandstorm Gold Ltd. (“Sandstorm”) that would provide up to $8M in financing to advance its Bomboré Project. Sandstorm initially purchased a 0.45% net smelter returns (“NSR”) royalty payable by the Company on future revenues from Bomboré (the “Upfront Royalty”) for US$3.0M. The Company had the option to buy back 100% of the Upfront Royalty for a period of 36 months at a premium of 10% per annum (non-compounded) and exercised this option on January 26, 2017 for US$3.6M. As a result, Sandstorm holds no royalty on the project but does retain a

[1] The *Comité technique sur les évaluations environnementales* (COTEVE), i.e. the Technical Committee on Environmental Assessments

specified right of first refusal on the sale of any future gold stream or royalty type financing completed by the Company for up to three years after the commencement of commercial production on the Bomboré project.

On July 21, 2015, the Company announced the closing of a C$6.5M (US$5.0M) non-brokered private placement, whereby it issued 21,666,666 common shares at a price of C$0.30 per share.

Cost Savings Measures

In Q4 of 2015, the Board of Directors (the “Board”) approved a plan to implement various cost saving measures to reduce the overall corporate G&A expenses. Key to these savings included a voluntary move of its listing on the Toronto Stock Exchange to a Tier 1 listing on the TSX Venture Exchange that allowed for a reduction in its head office accounting staff and the promotion of Joe McCoy as Chief Financial Officer, on November 30, 2015. All senior officers that had previously volunteered to reduce their salaries early in 2015, offered to accept further reductions in 2016 or until market conditions improve. The Company also reduced some of its technical staff in Burkina Faso who were no longer required until the Bomboré project progressed to construction.

2016 Activities

Exploration and Development

On August 22, 2016, the Company announced that preliminary results from an ongoing Bomboré Project resource estimation, as audited by Roscoe Postle Associates (“RPA”) in Toronto, Ontario, indicated that the tonnage and gold ounces contained in the previous 2013 Bomboré oxidized measured and indicated resource may be reduced by approximately 30% with the resulting tonnage remaining at a similar average grade. The 2013 Bomboré fresh rock (sulphide) resource may also be reduced by a similar amount or less. As a result, the Company withdrew its 2013 Resource Update and the 2015 Feasibility Study NI 43-101 Technical Report of the Bomboré Gold Project as they could no longer to be relied upon. On September 7, 2016, the Company announced an updated resource statement for its Bomboré Project and on November 2, 2016, the Company filed a NI 43-101 Technical Report for its Bomboré Gold Project that supported the disclosure made by the Company on September 7, 2016. Upon a thorough review of the 2016 estimate, the Company and RPA confirmed that not all of the lower grade mineralized intervals were included in the estimate. RPA was contracted to continue with wire framing of lower grade domain models and the modelling of unconstrained mineralized intervals in the waste domain. This resulted in the addition of 391 new lower grade wireframe domain models and a new unconstrained domain (‘third or waste domain’) of selected assays above 0.20 g/t Au. These additions were included in another resource statement issued by the Company on January 10, 2017. The Company has contracted RPA to complete a new Mineral Reserve estimate based on the 2017 Mineral Resource estimate.

Permitting

The original Bomboré I permit (104.5 km2) expired on February 17, 2016; the Company applied for a mining permit during Q2 2015, well before the expiry of the Bomboré I permit. The mining permit was received on January 25, 2017.

On June 1, 2016, the Company reapplied for most of the exploration area that expired on February 17, 2016 and that was excluded from the May 2015 mining permit application. The three applications were approved and new exploration permits were received on January 17, 2017.

On May 18, 2016, the Company received final approval from the Ministry of Environment, Green Economy and Climate Change for the RAP and the ESIA with respect to its May 2015 mining permit application for the Bomboré Gold Project. On June 13, 2016, the Company completed a technical review of its Bomboré Gold Project with the Burkina Faso National Commission of Mines (“NCM”). The NCM reviewed the project’s feasibility study, including the environmental assessment and impact study, and the relocation action plan. On August 12, 2016, the Council of Ministers of the Burkina Faso Government approved the mining permit application submitted by the Company’s local subsidiary Orezone Bomboré SA. The official Decree dated December 30, 2016 was received on January 25, 2017.

The permit refers to the 2015 Mining Code however the Company has not yet received the mining convention and all the relevant details as to the fiscal policies of the 2015 mining code that would apply to the permit.

Financing

On March 23, 2016, the Company announced the arrangement of a non-brokered private placement of $3.9M (C$5M) whereby it issued 10,000,000 common shares at a price of C$0.50 per share. The proceeds will be used to advance the Bomboré project through the ongoing mine permitting process, detailed engineering and for general corporate purposes. The placement closed on March 30, 2016.

On May 24, 2016, the Company announced it signed an agreement with Sarama Resources ("Sarama") for the sale and transfer of the Bondi gold project in Burkina Faso valued at C$1.44 million that includes 9.6M Sarama shares valued at C$0.15 per share. Orezone and Sarama continue to do all things possible to complete the transaction. The closure of this agreement and the transfer of the permit to Sarama may be subject to the status and imposition of the 2015 Mining Code and the timing thereof.

On July 19, 2016, the Company announced that it had completed a C$26,450,000 equity financing. A total of 26,450,000 common shares were issued at a price of $1.00 per share.

2017 Outlook

The Company released an updated resource statement on January 10, 2017, and work is continuing on a reserve estimate, mine plan and feasibility study update. Optimization of the previous feasibility study is also underway. The Company started an exploration and definition drill program on the Bomboré Gold Project in November 2016 that is focused on: 1) upgrading existing oxide resources and testing gaps between oxide pit shells; 2) simulated grade control drilling for modeling purposes in representative areas of the oxide resource model; and 3) expansion drilling on regional oxide targets as well as on higher grade, near-surface, sulphide material. A limited and focused drill program of 5,968 meters was completed before December 31, 2016. The follow-up drill program for H1 2017 is subject to the following conditions: a review of these initial drill results; the completion and review of the ongoing resource modeling; and the receipt of the three new exploration permits and of the Bomboré mining permit. These conditions were met in January 2017, therefore drilling resumed in February 2017.

Risk Factors

The Company's business at the present stage of exploration and development of its mineral projects involves a high degree of risk and uncertainty. The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company. In addition to other information contained or incorporated by reference in this AIF, prospective purchasers should give careful consideration to the following factors:

Successfully establishing mining operations and profitably producing gold.

Orezone has a history of acquiring, exploring, and developing a large-scale project to construction in Burkina Faso over the last 20 years. The Company's previous mine construction project (Essakane) was sold to a larger company in 2009 prior to reaching commercial production due to poor capital market conditions. Orezone has no history of producing gold from any of its mineral exploration projects. There can be no assurance that the Company will successfully establish mining operations or profitably produce gold.

All of the Company's projects are in the exploration and development stage. The future development of any projects found to be economically feasible will require Board approval, further funding, the construction and operation of mines, processing plants and related infrastructure. As a result, Orezone is subject to all of the risks associated with establishing new mining operations and business enterprises including:

The availability of funds to finance construction and development activities are exposed to the following:

- The timing and cost, which can be considerable, of the construction of mining and processing facilities;
- The availability and cost of skilled labour, consultants, mining equipment and supplies; and
- The timing to receive any outstanding documentation, including permits, tax exemptions and fiscal guarantees required to commence construction and or draw down on any financial facility.

The costs, timing and complexities of mine construction and development are increased by the location of the Company's mineral exploration projects. It is common in new mining operations to experience unexpected problems and delays during construction, development and mine start-up. In addition, delays in the commencement of mineral production often occur. Accordingly, there are no assurances that the Company's activities will result in profitable mining operations or that the Company will successfully establish mining operations or profitably produce gold at any of its projects.

Potential for the Company to become subject to additional tax liabilities.

The Company may be subject to additional tax liabilities as a result of tax audits, differing interpretations of the tax laws in Burkina Faso or from new or inconsistent application of tax laws in Burkina Faso. Taxes may be assessed or re-assessed based on the Company's current or future operations, or from transactions undertaken by the Company, both present and past. While the Company carefully considers the tax effect of all such transactions and operations, the relevant tax authorities may take a different interpretive view of tax law, may apply tax law in a manner that is inconsistent with prior applications and/or may re-assess past transactions based on new policy pronouncement or policies. While the Company makes every reasonable effort to ensure that its tax positions are appropriate and in accordance with the Burkina Faso Tax Code, there can be no assurance that the tax positions related to transactions undertaken by the Company will not be challenged by the local tax authorities, which, if determined adversely, could result in material additional taxes and penalties being paid, and which would have a material and adverse effect on the Company's financial position and cash flows.

Permitting and License Risks.

The Bomboré Gold Project comprises of a valid mining permit and four exploration permits. The Company's continued operations are subject to receiving and maintaining permits from appropriate governmental authorities for various aspects of exploration and mine development. The Company's exploration permits have a defined lifespan and will eventually need to be renewed or converted to exploitation permits. Exploration permits in Burkina Faso are granted for an initial term of three years and can be extended for two consecutive periods of three years. If an exploration permit in Burkina Faso is not converted to an exploitation permit after the second renewal, an application for an exceptional extension may be submitted, which is granted on the sole discretion of the Minister of Mines. There is no assurance that all necessary renewals or extension of permits for future operations will be issued on a timely basis or at all. Failure to obtain new permits or successfully renew or maintain current permits could have a material impact on the Company.

Changes in, and volatility of, the price of gold.

A principal factor that will affect the Company's ability to successfully execute its business plan is the price of gold. There are numerous factors outside of Orezone's control that may affect the price of gold including industrial and retail demand, central bank lending, sales and purchases of gold, forward sales of gold by producers and speculators, levels of gold production, short-term changes in supply and demand because of speculative hedging activities, confidence in the global monetary system, expectations of the future rate of inflation, the availability and attractiveness of alternative investment vehicles, the strength of the US dollar (the currency in which the price of gold is generally quoted), interest rates, terrorism and war, and other global or regional political or economic events or conditions.

The future trend in the price of gold cannot be predicted with any degree of certainty. The market price of gold affects the economics of any potential development project, as well as having an impact on the perceptions of investors with respect to gold equities, and therefore, the ability of the Company to raise capital. A decrease in the market price of gold and other metals could affect the Company's ability to finance exploration and development of its mineral projects, which would have a material adverse effect on the Company's financial condition and results of operations. There can be no assurance that the market price of gold will remain at current levels or that such prices will improve or that market prices will not fall.

Risks associated with operating in foreign jurisdictions (West Africa).

Orezone's principal assets are in Burkina Faso, West Africa, and therefore its exploration operations are subject to the risks normally associated with the conduct of business in foreign countries. The occurrence of one or more of these risks could have a material and adverse effect on Orezone's profitability or the viability of its affected foreign operations, which could have a material and adverse effect on Orezone's future cash flows, earnings, results of operations and financial condition.

The Company's ability to carry on its business in the normal course may be adversely affected by political and economic considerations such as civil and tribal unrest, war (including in neighbouring states), terrorist actions, labour disputes, corruption, sovereign risk, political instability, the failure of foreign parties or governments to honour contractual relations, consents, rejections or waivers granted, changing government regulations with respect to mining including environmental requirements, taxation, land tenure, foreign investments, income repatriation and capital recovery, fluctuations in currency exchange and inflation rates, import and export restrictions, challenges to the Company's title to properties, problems renewing licenses and permits, opposition to mining from environmental or other non-governmental organizations, increased financing costs, instability due to economic under-development, inadequate infrastructure, and the expropriation of property interests. In addition, the enforcement by the Company of its legal rights to exploit its projects may not be recognized by the Government of Burkina Faso or by its court systems. Any of these events could result in conditions that delay or prevent the Company from exploring or ultimately developing its projects even if economic quantities of minerals are found.

While the Government of Burkina Faso has modernized its mining laws in the past and the 2003 mining code was considered by the Company's management to be mining friendly, no assurances can be provided that this will continue in the future given the passing of the 2015 mining code. The economy and political system of Burkina Faso should be considered by investors to be less predictable and less stable than in countries such as Canada and the US.

The possibility that the current, or a future, government may adopt substantially different policies or take arbitrary action which might halt exploration, extend to the re-nationalization of private assets or the cancellation of contracts, the cancellation of mining and exploration rights and/or changes in taxation treatment cannot be ruled out, the happening of any of which could result in a material and adverse effect on the Company's results of operations and financial condition. The Company does not currently maintain ''political risk'' insurance.

With the installation of a new government in Burkina Faso in December 2015, the Company is exposed to additional risk with respect to mining permitting, changes in the mining fiscal policies, permit renewals and possible operational delays.

The speculative nature of resource exploration and development projects.

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate or adequately mitigate. While the discovery of an ore body may result in substantial rewards, few projects that are explored are ultimately developed into producing mines. Major expenditures may be required to locate and establish Mineral Reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly volatile and cyclical; and, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, allowable production, importing and exporting of minerals and environmental protection. Assuming discovery of a commercial ore body and depending on the type of mining operation involved, many years can elapse from the initial phase of drilling until commercial operations are commenced. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or in mineral projects failing to achieve expected project returns. There is no assurance that commercial quantities of gold or other minerals will be discovered on any of the Company's exploration projects. There is no assurance that, even if commercial quantities of gold or other minerals are discovered, a mineral property will be brought into commercial production. Most of the above factors are beyond the Company's control.

Government regulations and permitting may have an adverse effect on Orezone's activities.

Orezone's exploration and development activities are subject to laws and regulations governing health and worker safety, employment standards, exports, price controls, taxation, waste disposal, management and use of toxic substances and explosives, protection of the environment, mine development, protection of endangered and protected species, reclamation, historic and cultural preservation and other matters. Each jurisdiction in which Orezone has projects regulates mining activities. Failure to comply with applicable laws, regulations and permits may result in enforcement actions there under, including the forfeiture of claims, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or costly remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its exploration activities and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits.

It is possible that future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms and conditions of existing permits and agreements applicable to Orezone or its projects, which could have a material and adverse effect on Orezone's current operations or planned exploration and development projects. Where required, obtaining necessary permits can be a complex, time consuming process and Orezone cannot assure that any necessary permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict Orezone from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities.

Risks associated with changes to the mining code and tax rates.

The mining legislation of Burkina Faso provides for certain taxes that are specific to mining activities and offers certain tax incentives for titleholders at different stage of their projects. As in many other African mining jurisdictions, Burkina Faso has revisited its 2003 Mining Code in view of increasing its benefits from the sector and has circulated proposed amendments to the mining code during the last four years. On February 18, 2015, the Transitional Minister of Mines and Energy presented proposed changes to the existing 2003 Mining Code to the Council of Ministers who authorized the document be sent to the Conseil National de Transition and the Chamber of Mines for their review and comments. On June 26, 2015, the *Conseil National de la Transition* approved a new Mining Code which was subsequently passed into law on July 16, 2015, and promulgated on October 29, 2015. 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, the removal of the 10% reduction in income tax rates for the mining sector, penalties for changes in production levels, the obligation for a mining company to pay a dividend if an after-tax profit is made and adequate reserves have been accumulated, and for feasibility studies to include a plan for the training and the promotion of local mining executives. The Company was informally advised that the 2003 Mining Code, in force at the time of submission of the application, would apply to the Bomboré mining permit upon its approval, however the permit will be subject to certain changes from the 2015 Mining Code that would ultimately be applicable to all other mines operating under the terms of the 2003 Mining Code. Several dispositions of the new 2015 Mining Code are incompatible with the Mining Conventions signed by the mines in production or with The Organization for the Harmonization of Business Law in Africa ("OHADA") Uniform Act that is applicable in Burkina Faso.

Orezone's Mineral Resource estimates are only estimates and may not reflect the actual deposits or the economic viability of gold extraction.

The figures presented for Mineral Resources are only estimates. The estimating of Mineral Resources and Reserves is a subjective process and the accuracy of Mineral Resource and Reserve estimates is a function of the quantity and quality of available data, the accuracy of statistical computations, and the assumptions used and judgments made in interpreting engineering and geological information. There is significant uncertainty in any Mineral Resource and Reserve estimate, and the actual deposits encountered and the economic viability of, and returns from, mining a deposit may differ materially from Orezone's estimates.

Estimated Mineral Resources may require adjustments or downward revisions based on changes in gold prices, further exploration or development activity, actual production experience, changes to environmental policies, regulations and social issues. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other important factors that influence Mineral Resource estimates. Market price fluctuations for gold, new information or modelling changes, increased production costs or reduced recovery rates, or other factors that may render the then current Mineral Resources and Reserves of Orezone uneconomical or unprofitable to develop at a particular site or sites. A reduction in estimated Mineral Reserves or estimated Resources thus could require material write downs in the investment in the affected mining property and increased amortization, reclamation and closure charges.

The Company currently has not established the presence of any Proven and Probable Reserves at any of its mineral projects. The Company has contracted RPA to estimate reserves for its Bomboré project during H1 2017, and although the Company remains optimistic that it can re-establish Proven and Probable Reserves on the Company's Bomboré Project, there can be no assurance that the total reserves will be sufficient to warrant a production decision at current gold prices and based on the potentially new fiscal policies of Burkina Faso. The failure to establish sufficient Proven and Probable Reserves for a production decision would severely restrict the Company's ability to successfully implement its strategies for long-term growth.

Orezone has a history of losses and expects to incur losses for the foreseeable future.

The Company has incurred losses since its inception. The Company expects to incur losses for the foreseeable future. The Company incurred the following net losses during each of the following periods:

- ($5.50) million for the year ended December 31, 2016 (IFRS);
- ($7.57) million for the year ended December 31, 2015 (IFRS);
- ($10.90) million for the year ended December 31, 2014 (IFRS);
- ($21.97) million for the year ended December 31, 2013 (IFRS);
- ($5.12) million for the year ended December 31, 2012 (IFRS);
- ($31.79) million for the year ended December 31, 2011 (IFRS);
- ($9.30) million for the year ended December 31, 2010 (IFRS);

- ($1.75) million for the year ended December 31, 2009 (Canadian GAAP);[1]
- ($12.81) million for the year ended December 31, 2008 (Canadian GAAP);[1]
- ($3.05) million for the year ended December 31, 2007 (Canadian GAAP);[1] and
- ($1.06) million for the year ended December 31, 2006 (Canadian GAAP).[1]

[1] See discussion on continuity of interest accounting at Section 1.0

The Company expects to continue to incur losses unless and until such time as one of its projects enters into commercial production and generates sufficient revenues to fund continuing operations. The development of the Company's projects will require the commitment of substantial financial resources. The amount and timing of expenditures will depend on a number of factors, including the progress of ongoing exploration and development, the results of consultants' analysis and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and the Company's acquisition of additional projects, some of which are beyond the Company's control. There can be no assurance that the Company will ever achieve profitability.

Orezone relies on its management team and the loss of one or more of these persons may adversely affect Orezone.

The Company's activities are managed by a very small number of key individuals who are intimately familiar with its operations. Consequently, the success of the operations and activities of Orezone is dependent to a significant extent on the efforts and abilities of this management team. Investors must be willing to rely to a significant extent on Management's discretion and judgment, as well as the expertise and competence of outside contractors. Orezone does not have in place formal programs for succession of management and training of management. The loss of one or more of these key employees or contractors, if not replaced, could adversely affect Orezone's profitability, results of operations and financial condition. Should any or all of the existing management resign from the Company, there can be no assurance that the directors will be able to replace such persons, or replace them in a timely manner. Any such occurrence may materially and adversely affect Orezone's profitability, results of operations and financial condition. At present, the Company does not maintain any ''key man'' life insurance.

The Company's operations rely on the availability of local labour, local and outside contractors and equipment when required to carry out our exploration and development activities.

The Company relies upon the performance of outside consultants and contractors for drilling, geological and technical expertise. The loss of access to existing consultants and contractors, or an inability to hire suitably qualified consultants, contractors or personnel to address new areas of need, would materially impact the Company's ability to carry out the exploration and development activities.

The Company's operations are subject to financing risks.

At the present time, the Company does not have any producing projects and no sources of revenue. The Company's ability to explore for and find potential economic projects, and then to bring them into production, is highly dependent upon its ability to raise equity and debt capital in the financial markets. Any projects that the Company develops will require significant capital expenditures. There is no assurance that the Company will be able to raise the funds required to continue its exploration programs and finance the development of any potentially economic deposit that is identified on acceptable terms or at all. The failure to obtain the necessary financing could have a material adverse effect on the Company's growth strategy and results of operations and financial condition.

The Company's projects are subject to title risks.

Title to mineral projects and exploration rights involves certain inherent risks due to the potential for problems arising from the ambiguous conveyance history characteristic of many mining projects and from political risk associated with the countries in which the Company carries out its exploration activities. The Company has taken all reasonable steps to ensure it has proper title to its projects. However, no guarantees can be provided that there are no unregistered agreements, claims or defects which may result in the Company's title to its projects being challenged. Furthermore, the Company requires a number of different permits and licenses in order to carry on its business and there can be no assurance that they will be renewed upon expiry.

The Government of Burkina Faso has the right to 10% ownership of certain subsidiaries.

In accordance with the mining laws of Burkina Faso, the Government of Burkina Faso will have a 10% carried equity interest in the company holding the mining permit for any producing mineral project of the Company in Burkina Faso. The carried interest comes into existence at the time the government issues a mining permit for the relevant project.

Health risks associated with the mining workforce in Burkina Faso.

Malaria, Ebola and other diseases such as HIV/AIDS represent a serious threat to maintaining a skilled workforce in the mining industry throughout West Africa and are a major healthcare challenge faced by the Company's operations in Burkina Faso. There can be no assurance that the Company will not lose members of its workforce or workforce man-hours or incur increased medical costs as a result of these high health risks, which may have a material adverse effect on the Company's operations. Burkina Faso has not had any incidence of Ebola and those few countries in West Africa that had incidences, have now been declared Ebola free.

The Company's projects are subject to environmental risks.

Both exploration programs and potential future mining operations have inherent risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of mineral exploration and production. Laws and regulations involving the protection and remediation of the environment, including those addressing emissions into the air, discharges into water, management of waste, management of hazardous substances, protection of natural resources, antiquities and endangered species and reclamation of lands disturbed by mining operations and the governmental policies for implementation of such laws and regulations are constantly changing and are generally becoming more restrictive, with the trend towards stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and increasing responsibility for companies and their officers, directors and employees. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. There can be no assurance that future changes in environmental regulations will not adversely affect the Company's business, and it is possible that future changes in these laws or regulations could have a significant adverse impact on some portion of the Company's resources and business, causing the Company to re-evaluate those activities or estimates at that time. Orezone cannot give any assurance that, notwithstanding its precautions and history of activities, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially and adversely affect its financial condition and its results from operations.

Orezone's potential future mining operations will be subject to operational risks and hazards inherent in the mining industry.

While the Company's primary objective is to establish a producing mining operation, it does not at present have any projects that are in production. Potential future mining operations will be subject to the risks inherent in the mining industry, including fluctuations in fuel prices, commodity prices, exchange rates, metal prices, costs of constructing and operating a mine as well as processing and refining facilities in a specific environment, the availability of economic sources of energy and the adequacy of water supplies, adequate access to the site, unanticipated transportation costs, delays and repair costs resulting from equipment failure, changes in the regulatory environment (including regulations relating to prices, royalties, duties, taxes, restrictions on production, quotas on exportation of minerals, as well as the costs of protection of the environment and agricultural lands), and industrial accidents and labour actions or unrest. The occurrence of any of these factors could materially and adversely affect the development of a project and, as a result, materially and adversely affect the Company's business, financial condition, results of operations and cash flow. Hazards such as the discharge of pollutants or hazardous chemicals, unanticipated grade and tonnage of ore to be mined and processed, unusual or unexpected adverse geological or geotechnical formation, or unusual or unexpected adverse operating conditions, slope failure, failure of pit walls or dams, fire, and natural phenomena and ''acts of nature'' such as inclement weather conditions, floods, or other conditions may be encountered in the drilling and removal of ore. These occurrences could result in damage to, or destruction of, mineral projects or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. The Company may incur liability as a result of pollution and other casualties, and may not be able to insure fully or at all against such risks, due to political reasons, unavailability of coverage in the market place or other reasons, or may decide not to insure against such risks as a result of high premiums or for other reasons. This can result in delayed production, increases in production costs or liability. Paying compensation for obligations resulting from such liability may be very costly and could have an adverse effect on the Company's financial position.

The operations of the Company are carried out in geographical areas which are subject to various other risk factors.

Mining, processing, development, and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable power sources and water supply are important determinants which affect capital and operating costs. Lack of such infrastructure or unusual or infrequent weather phenomena, sabotage, terrorism, government, or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition, and results of operations.

Artisanal Miners.

The Company's property interests are held in areas in Burkina Faso that have historically been mined by artisanal miners. As the Company further explores and advances its projects, it may be required to remove artisanal miners operating on it properties with the risk of a disruption to its operations.

Community Relations.

Mining companies face increasing public scrutiny and monitoring of their activities to demonstrate that operations will benefit local governments and communities surrounding projects. Potential consequences of this increased scrutiny include lawsuits, demands for increased social investment obligations and increased taxes to support local governments or fund local development projects. These additional risks could result in increased costs, delays in the permitting process or other impacts on operations.

The impact of evolving anti-corruption laws.

The Company is required to comply with the Corruption of Foreign Public Officials Act (Canada) which has recently seen an increase in both the frequency of enforcement and severity of penalties. While the Company adopted a formal anti-corruption policy and our Code of Ethics mandates compliance with anti-corruption laws, there can be no assurance that our internal control policies and procedures will always protect the Company from recklessness, fraudulent behaviour, dishonesty or other inappropriate acts. Violation or alleged violation of anti-corruption laws could lead to civil and criminal fines and penalties, reputational damage and other that may materially adversely affect our financial condition and results of operation.

The Company's insurance coverage does not cover all of its potential losses, liabilities and damages related to its business and certain risks are uninsured or uninsurable.

The Company maintains insurance to protect it against certain risks related to its current operations in amounts that it believes are reasonable depending upon the circumstances surrounding each identified risk. The Company may elect, however, not to insure against certain risks due to high premiums or for various other reasons. These risks include, in the course of exploration, development and production of mineral projects, unexpected or unusual geological operating conditions including, environmental damage, employee injuries and deaths, fire, and flooding.

Although the Company maintains insurance to cover some of these risks and hazards in amounts it believes to be reasonable, such insurance may not provide adequate coverage in all circumstances. No assurance can be given that such insurance will continue to be available at economically feasible premiums or that it will provide sufficient coverage for losses related to these or other risks and hazards. Should liabilities arise as a result of insufficient or non-existent insurance, any future profitability could be reduced or eliminated and result in increasing costs and a decline in the value of Orezone's securities.

The mining industry is extremely competitive.

The competition to discover and acquire mineral projects considered to have commercial potential is intense. The Company competes with other mining companies, many of which are larger and have greater financial resources than the Company, with respect to the discovery and acquisition of interests in mineral projects and the recruitment and retention of qualified employees, securing other contract personnel and the obtaining of necessary equipment. There can be no assurance that the Company will be able to successfully compete against such companies.

Currency fluctuations may affect Orezone's financial performance.

Currency fluctuations may affect costs of the Company's operations. Gold is sold throughout the world based principally on a US dollar price, but the majority of the Company's operating expenses are in non-US dollar currencies. Any appreciation of these non-US dollar currencies against the US dollar could negatively affect the Company's profitability, cash flows and financial position. The Company does not currently have a hedging policy and could adopt such a policy in the context of the senior and subordinated debt it may raise to finance its projects. Accordingly, the Company currently has no protection from declines in mineral prices and currency fluctuations.

The Company does not intend to pay dividends in the foreseeable future.

The Company has paid no dividends on its common shares to date and does not anticipate paying dividends on its common shares in the foreseeable future. Orezone anticipates that, for the foreseeable future, it will retain all future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Company's board of directors after taking into account many factors, including Orezone's operating results, financial condition and current and anticipated cash needs.

Investors may have difficulty enforcing judgments.

The Company's material subsidiaries are organized under the laws of foreign jurisdictions and, while all of the Company's directors are located in Canada, certain of the management personnel and experts of the Company's subsidiaries are located in foreign jurisdictions. Given that the Company's material assets and certain of its subsidiaries' management personnel and experts are located outside of Canada, investors may have difficulty in effecting service of process within Canada and collecting from or enforcing against the Company or its subsidiaries' management personnel and experts who are located outside of Canada any judgments obtained by the Canadian courts or Canadian securities regulatory authorities and predicated on the civil liability provisions of Canadian securities legislation or otherwise. Similarly, in the event a dispute arises from the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada.

Shareholders' interest in Orezone may be diluted in the future.

The Company may undertake additional offerings of its common shares or of securities convertible into common shares including stock options and similar incentive plans in the future. The increase in the number of common shares issued and outstanding and the possibility of the issuance of common shares on conversion of convertible securities may have a depressive effect on the price of common shares. In addition, as a result of such additional common shares, the voting power of the Company's existing shareholders will be diluted.

Orezone's common shares are publicly traded and are subject to various factors that have historically made Orezone's share price volatile.

The market price of the Company's common shares may fluctuate based on a number of factors in addition to those listed in this AIF, including:

- The Company's operating performance and the performance of competitors and other similar companies;
- The market's reaction to the issuance of securities or to other financing transactions, to the Company's press releases and other public announcements and to the Company's filings with the various securities regulatory authorities;
- Changes in valuations or recommendations by research analysts who cover the Company's common shares or the shares of other companies in the resource sector;
- Changes in general economic conditions;
- The arrival or departure of key personnel;
- Acquisitions, strategic alliances or joint ventures involving the Company or its competitors; and
- The factors listed under the heading ''Cautionary Notice Regarding Forward-Looking Statements''.

In addition, the market price of the Company's shares is affected by many variables not directly related to the Company's success and is therefore not within the Company's control, including other developments that affect the market for all resource sector shares, the breadth of the public market for the Company's shares and the attractiveness of alternative investments. The effect of these and other factors on the market price of common shares on the exchange in which the Company trades has historically made the Company's share price volatile and suggests that the Company's share price will continue to be volatile in the future.

Investors in the United States or in other jurisdictions outside of Canada may have difficulty bringing actions and enforcing judgments against Orezone, its directors, its executive officers and some of the experts named in this AIF based on civil liability provisions of federal securities laws or other laws of the United States or any state thereof or the equivalent laws of other jurisdictions of residence.

The Company is organized under the laws of Canada and its principal executive office is located in the Province of Ontario. Most of the Company's directors and officers, and some of the experts named herein, are residents of Canada or otherwise reside outside of the United States, and all or a substantial portion of their assets, and a substantial portion of the Company's assets, are located outside of the United States. As a result, it may be difficult for investors in the United States or outside of Canada to bring an action against directors, officers or experts who are not resident in the United States or in the other jurisdiction of residence. It may also be difficult for an investor to enforce a judgment obtained in a United States court or a court of another jurisdiction of residence predicated upon the civil liability provisions of federal securities laws or other laws of the United States or any state thereof or the equivalent laws of other jurisdictions of residence against those persons or the Company.

There are differences in US and Canadian practices for reporting Mineral Resources.

The Company's resource estimates are not directly comparable to those made in filings subject to SEC reporting and disclosure requirements, as the Company generally reports Mineral Resources in accordance with Canadian practices. These practices are different from the practices used to report estimates of mineralization that do not constitute ''Reserves'' in reports and other materials filed with the SEC in that the Canadian practice is to report Measured, Indicated and Inferred Mineral Resources. In the United States, mineralization may not be classified as a ''Reserve'' unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. United States investors are cautioned not to assume that all or any part of Measured or Indicated Resources will ever be converted into reserves. Further, ''Inferred Mineral Resources'' have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Disclosure of ''contained ounces'' is permitted disclosure under Canadian regulations; however, the SEC only permits issuers to report estimates of mineralization in deposits that do not constitute ''Reserves'' as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and Mineral Resources contained herein may not be comparable to information made public by United States companies subject to the reporting and disclosure requirements of the SEC.

3.0 DESCRIPTION OF THE BUSINESS

3.1 General

The principal business of the Company is the acquisition, investigation, exploration, development and ultimately operation of resource projects, primarily gold. The Company commits its own resources to the initial evaluation of mineral projects, and in select situations, if and when warranted, the Company will enter into joint ventures with other businesses to continue the development of such projects. In the course of its activities, the Company may enter into different types of agreements common in the mineral resource industry such as purchase agreements, option agreements to purchase mining projects, royalty and stream financing agreements, and/or joint venture agreements.

The Company and its predecessors have concentrated its activities in Burkina Faso, West Africa since 1996, with lessor efforts in Niger and Mali in previous years.

The Company's Bomboré Project in Burkina Faso is the only material project, currently consisting of four exploration permits (Bomboré II, Bomboré III, Bomboré IV and Toéyoko), and the Bomboré mining permit.

3.2 Subsidiary Operations

The Company has held its principle interest in the Bomboré Project through Orezone Inc. SARL (Orezone Inc.), a wholly owned subsidiary domiciled in Burkina Faso. In May 2015, Orezone Bomboré S.A., a subsidiary of Orezone

Inc. SARL, applied for a mining permit, and in June 2016, Orezone Inc. SARL applied for three new exploration permits that in total would comprise most of the area held under the previous exploration permit outside of the mining application area. The three new exploration permits were received by Orezone Inc. on January 17, 2017. The mining permit was approved in parliament in August 2016, the official Decree dated December 30, 2016 was received on January 25, 2017, and it was officially gazetted[2] on March 2, 2017. The mining permit refers to the 2015 Mining Code however the Company has not yet received the mining convention and all the relevant details as to the fiscal policies of the 2015 Mining Code that would apply to the permit. The mining permit is held by Orezone Bomboré SA, which will be owned 90% by Orezone Inc. SARL and 10% by the government of Burkina Faso. The government's 10% equity interest in Orezone Bomboré SA is a 'free-carried' interest and they have the right to two board seats. The Company has control over the timing of any dividend declarations in either subsidiary.

Management of the Company directs, and must consent to, all decisions being made at the subsidiary level. As a result, the operations and business objectives of the Company and its subsidiaries are effectively aligned. The Company, as the direct or indirect majority shareholder of each of its subsidiaries, can also resolve in a short period of time, to change the officers and the majority of the directors at its discretion.

The minute books and corporate records of the Company's subsidiaries are kept at the offices of local corporate secretarial services in the respective jurisdictions in which such subsidiaries exist. All disbursements of corporate funds and operating capital to subsidiaries of the Company are reviewed and approved by the board of directors of the Company or its designees, and are based upon pre-approved budgeted expenditures.

The Company maintains three bank accounts outside of Canada – all in Burkina Faso. These accounts are funded on an as-needed basis, and only when expenditures are required to be made in-country. Any requests for funding at the subsidiary level must be specific and supported by documentation to justify the request. When a request is approved by the Company's management team at head office in Ottawa, the funds are advanced to the Company's Burkina Faso bank account. The majority of the Company's funds are kept with a major Canadian chartered bank until such time as funds are required to be expended in Burkina Faso.

Funds advanced to Burkina Faso are in the control of the local General Manager, who is obligated to comply with the instructions of the Company under the terms of his appointment. In Burkina Faso, the General Manager of the local subsidiaries functions as the President would in a common law domiciled corporation. Furthermore, all activity in the Company's bank accounts in Burkina Faso is monitored by the Company's management team in Ottawa. As such, even funds that are advanced to the bank accounts in Burkina Faso are kept under very close observation by the Company.

The Company maintains effective control through regular contact with its General Manager, through the monitoring of Burkina Faso bank account activity and through the passing of appropriate budgets and resolutions as a shareholder of its British Virgin Islands and Burkina Faso subsidiaries.

At this stage in the Company's business, cash is not yet generated from operations. All funding comes from, and has come from, the equity or debt capital markets through the Company or the sale of assets in West Africa. As such, the Company does not require or rely on its foreign subsidiaries to transfer funds to the Company to fund the Company's expenses.

As a result of the foregoing, the Company is of the view that any risks associated with its corporate structure and its foreign operations are minimal and effectively managed based on the controls described above.

[2] Publication in the *Journal official du Burkina Faso No. 09* dated 02 March 2017.

Experience of Directors and Officers in Burkina Faso

All of the current members of the board of directors of the Company have served as directors of the Company for no less than two years, with directors Little and Halvorson having served since 2008 and 2009 respectively. On average, the majority of the directors have had more than five years of experience as a director of Orezone.

In addition, (i) Mr. Ron Little, the Chief Executive Officer of the Company since its inception in 1996, was also a director and the Chief Executive Officer of Resources. Resources was sold to IAMGOLD in 2009, to acquire its Essakane mine, which the largest operating gold mine in the country. Mr. Little has more than 20 years of experience in Burkina Faso and West Africa; (ii) Dr. Pascal Marquis, the Company's Senior Vice President Exploration, has 14 years of experience in Burkina Faso with the Company and previously Resources since 2002. Dr. Marquis has more than 20 years of experience in Africa and is fluent in French, the official language of Burkina Faso.

As a result of their frequent visits to Burkina Faso, these directors and officers in turn impart their experience, knowledge of the local business, culture and practices to other members of the board and management based in Canada. They are often in contact with other employees, personnel, government officials and business persons and other locals in Burkina Faso. In addition, Ousseni Derra, the General Manager for both subsidiaries**,** is based in Burkina Faso on a full time basis and is in constant contact with Dr. Marquis. Resulting information is imparted by these individuals to management and the Board, which as a result, enhances their knowledge of local business culture and practices.

The Company also arranges for site visits to the project as deemed appropriate. The majority of the directors and officers have some familiarity with the legal and regulatory requirements of Burkina Faso through their history with the Company and previous experience working and conducting business in Burkina Faso or other regions of West Africa.

Local Laws and Government Relations

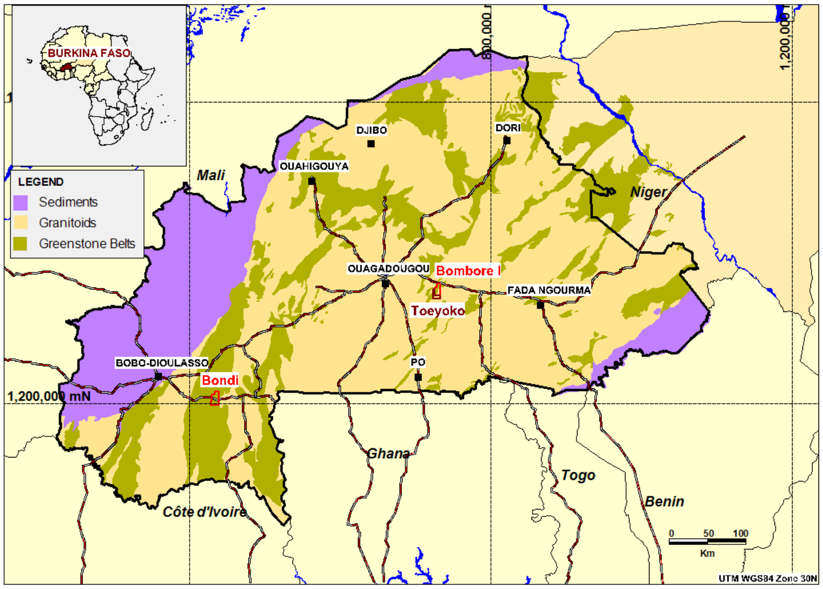
The Company hires and engages local experts and professionals (i.e. legal and tax consultants) to advise the Company with respect to current and new regulations in Burkina Faso in respect of banking, financial and tax matters. The Company utilizes large, established and well recognized financial institutions in both Canada and Burkina Faso. There are no material differences between day-to-day banking operations in Burkina Faso and those in Canada. The government of Burkina Faso regulates mining activities through the Burkina Faso Ministry of Energy, Mines and Quarries. The Company uses local counsel and local consultants to assist it with its government relations as required. Members of management of the Company also have direct contacts and good relationships at all levels of government in Burkina Faso.

As at December 31, 2016, the Company had approximately six full time employees reporting to its head office in Ottawa, Ontario, Canada. The Company also maintains an administrative office in Ouagadougou, the capital of Burkina Faso, as well as regional exploration camp near the Bomboré project in Burkina Faso. The Company has a full-time staff of 53 in Burkina Faso at December 31, 2016, all of whom are employees.

Enforcement of Judgments

All of the Company's material assets (i.e. permits, land, buildings, equipment, etc.), other than its cash (which is maintained with a major chartered bank in Canada) are located in Burkina Faso. An investor's cause of action under Canadian securities laws is against the Company, not against any of its subsidiaries outside of Canada. Accordingly, any investor with jurisdiction to do so is entitled to file suit against the Company in order to exercise its statutory rights and remedies under Canadian securities laws. The location of the assets does not affect this right, although the presence of the Company's cash resources in Canada would, if any suit were ever successful, provide an investor with the possibility of enforcing against a material pool of assets in Canada. That said, to the extent the Company's cash resources are advanced to the Company's foreign subsidiaries, investors may have difficulty collecting from and enforcing against the Company and its foreign subsidiaries any judgments obtained in Canada. See "Risk Factors - Investors may have difficulty enforcing judgments."

3.3 Overview of Burkina Faso



Burkina Faso (formerly Upper Volta) achieved independence from France in 1960. Repeated military coups during the 1970s and 1980s were followed by multiparty elections in the early 1990s. Former President Blaise Compaoré (1987-2014) resigned in late October 2014 following popular protests against his efforts to amend the Constitution's two-term presidential limit. By mid-November 2014, a framework for an interim government was adopted under the terms of the National Transition Charter. An interim administration, led by President Michel Kafando and Prime Minister Yacouba Isaac Zida, began organizing presidential and legislative elections planned for October 2015, but these were postponed during a weeklong failed coup in September 2015. The rescheduled elections were held on November 29, 2015, and Roch Marc Christian Kaboré was elected president in the first round and was officially instated on December 29, 2015.

Burkina Faso is a landlocked country that lies just to the south of the Sahara Desert, to the west of Niger, to the north of Ivory Coast, Ghana, Togo and Benin, and to the southeast of Mali. The capital city is Ouagadougou, while the industrial centre lies in Bobo-Dioulasso.

Burkina Faso has a population of approximately 17.2 million. French is the official language of Government and business; however, languages belonging to the Sudanic family are spoken by 90% of the population. There is a wide range of ethnic and religious groups in Burkina Faso with Mossi (40%) being the largest ethnic group and Islam (70%) the most practiced religion. Burkina Faso has two airports with paved runways and 22 airports with unpaved runways, 622 km of rail lines, 92,495 km of roadways of which 4% are paved, and electricity production totalling 612 million kWh.

Following the West African franc currency devaluation in January 1994, the government updated its development program in conjunction with international agencies, and exports and economic growth have increased. The country’s GDP was estimated at US $12.54 billion in 2014 making Burkina Faso one of the poorest countries in the world on a per capita basis. Exports from Burkina Faso totalled US $2.72 billion with imports at US $4.29 billion in 2013 (est.). Gold and cotton account for most exports while capital goods, fuel and food are the main imports. Inflation was estimated to be at 0.5% in 2013.

Although impoverished and highly reliant on agriculture and small scale local mining for survival, Burkina Faso has also received substantial assistance from the international community which has helped to bolster the economy.

The climate is characteristically tropical with warm, dry winters and hot, wet summers. Agriculture is the main economic activity, employing the majority of the population and accounting for approximately one-third of the GDP. Cotton is the most important agricultural commodity and largest export. However, mining and the social impact of the mining industry has become the single largest contribution to GDP in the country over the last five years.

3.4 Mining Legislation and Taxation

Up until such time that the new mining code of July 16, 2015 was applied, all of the Company's Burkina Faso projects were subject to the Mining Law 031-2003 of Burkina Faso, dated May 8, 2003 and are considered to be exploration permits as defined under the Mining Law. The Mining Law gives the exploration permit holder the exclusive right to explore for the minerals requested on the surface and in the subsurface within the boundaries of the exploration permit. Exploration expenditures are required on each permit at the rate of 270,000 CFA (~ US $455) per km², and excess expenditures can be carried over to subsequent years. To date, the Company has not had any difficulty in meeting these minimum requirements on any of its permits in Burkina Faso. Annual taxes due at the beginning of the year and at the anniversary date of the permit are assessed at a per km² rate[3] of 10,000 CFA (~ US $16) for the first three years, 20,000 CFA (~ US $33) for the fourth, fifth and sixth years, 30,000 CFA (~ US $49) for the seventh, eighth and ninth years, and 100,000 CFA (~ US $163) thereafter.

The exploration permit also gives the holder the exclusive right, at any time during the tenure of the exploration permit, to apply for a mining (exploitation) permit within the area of the exploration permit, in accordance with the law. Exploration permits are valid for a period of three years from date of issue and may be renewed for two more consecutive terms of three years each for a total of nine years. A mining permit is valid for an initial period equal to the planned life of mine presented in the feasibility study supporting the permit application, up to a maxima of ten years, and is then renewable for five-year periods on an exclusive basis, until the deposit is exhausted. Pursuant to Article 47 of the Mining Law, mining permits are treated as real property rights with complete right of mortgage and liens. Both exploration and mining permits are transferable rights. Pursuant to Article 141 of the Mining Law, holders of exploitation permits are required to maintain a fiduciary account with an accredited bank to hold funds for reclamation of mining projects. As at December 31, 2016, all the Company's projects were exploration permits with no requirement to maintain a reserve for future reclamation. The Mining Law also guarantees for any mine developed a stable fiscal regime (with the exception of royalties and property taxes) for a duration equal to the mine life indicated in the Feasibility Study supporting the permit application.

All exploitation permits in Burkina Faso are subject to a 10% carried interest and a royalty on gold produced in favour of the Burkina Faso government once a mining convention is signed and an exploitation license is awarded by the government. Since March 3, 2010, the Government of Burkina Faso amended its Mining Law whereby the government's royalty interest would be increased from 3% to 5% and the annual mining permit taxes would increase from 500,000 CFA (~ US $813) per km^2 per annum to 7,500,000 CFA (~ US $12,195) per km^2 per annum for the first five years, to 10,000,000 CFA (~ US $16,260) per km^2 per annum for the following five years and then to 15,000,000 CFA (~ US $24,390) per km^2 per annum from the eleventh year onward. On December 1, 2010, the Government of Burkina Faso announced a change to the Mining Law and related rates as follows: (i) 3% if the price of gold is lower than US $1,000; (ii) 4% for gold prices between US $1,000 and US $1,300; and (iii) 5% if the price of gold is above US $1,300. The revised royalty rates will apply to all of the Company's gold exploration permits in Burkina Faso. The Mining Law guarantees stabilization of financial and customs regulations and rates during the period of the exploitation to reflect the rates in place at the date of signing and states that no new taxes can be imposed. However, the title holder can benefit from any reductions of tax rates during the life of the exploitation license. In early 2012 and again in 2013, the Government of Burkina Faso announced potential revisions but did not pursue those changes.

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[3] New rates were promulgated in Décret No2017/0023/PRES/PM/MEMC/MINEFID dated 23 January, 2017.

On June 26, 2015, the *Conseil National de la Transition* approved a new Mining Code which was subsequently passed into law on July 16, 2015, and promulgated on October 29, 2015. The Government of Burkina Faso passed into law a new Mining Law #036-2015/CNT, and a series of Decrees enabling the implementation of the new law were adopted in January 2017. The mining legislation of Burkina Faso provides for certain taxes that are specific to mining activities and offers certain tax incentives for titleholders at different stages of their projects. As in many other African jurisdictions, Burkina Faso has revisited its 2003 Mining Code with the view of increasing its benefits from the sector and has circulated proposed amendments to the Mining Code during the last four years. 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 (which was created based on the request of the World Bank ("WB") as a condition for future financial support of the country by the WB), the removal of the 10% reduction in income tax rates for the mining sector, penalties for changes in production levels, the obligation for a mining company to pay a dividend if an after-tax profit is made and adequate reserves have been accumulated, and for feasibility studies to include a plan for the training and the promotion of local mining executives.

The 2015 mining code corporate tax rate is 27.5%, (increased from 17.5% in the 2003 code). Dividends paid from profits derived from mineral exploitation in Burkina Faso are also subject to an additional 6.25% withholding tax. Imports in Burkina Faso are subject to custom duties that are applied for the mining sector at a rate of 8.5% during the exploration and mining phases, and 4.5% during the construction phase of a project, but only on specific items included in a list appended to the Mining Convention. The sale of mineral exploration permits in Burkina Faso is subject to capital gains tax at the rate of 20%. The sale of all other property in Burkina Faso is subject to only a 10% capital gains tax.

Given the current market conditions, the above-mentioned changes to the Burkina Faso mining code could threaten the economic viability of several of the advanced stage gold projects and could curtail the tremendous growth the sector has had in the country over the last ten years. There has been nine gold mines built over the last ten years and there are at least five advanced stage projects permitted or seeking mining permits.

3.5 Material Mineral Projects

The information below relating to the Bomboré project is based on a NI 43-101 Technical Report entitled "Technical Report on the Updated Mineral Resource Estimate for the Bomboré Gold Project, Burkina Faso, West Africa" prepared by Reno Pressacco, P. Geo., José Texidor Carlsson, P. Geo., Tudorel Ciuculescu, P. Geo. and Glen Ehasoo, P. Eng. all with Roscoe Postle Associated Inc., Tim Scott, RM with Kappes, Cassiday & Associates and Jean-Sébastien Houle, P. Eng. with WSP Canada Inc. dated January 12, 2017.

3.5.1 Bomboré Project

Under an agreement dated August 12, 2002, Orezone acquired the option to earn a 50% interest in the Bomboré project by making a cash payment of CAD $40,000, issuing 150,000 shares and incurring CAD $2M in exploration expenditures. In 2004, the agreement was revised, allowing Orezone until January 17, 2007 to reach the CAD $2M exploration expenditure level. This earn-in threshold was reached during Q4 2006. In 2008, the Company purchased the remaining 50% interest in the Bomboré project from its joint owners, as well as their net smelter royalty, for consideration of US $809,335.

The Company is advancing the Bomboré deposit towards the development of an open pit, oxide only, combined HL and CIL operation. The project can be built in several phases, starting with the large near surface oxide resource that benefits from a low strip ratio and lower mining and processing costs. Another advantage of the project is a favourable location close to the capital city and nearby infrastructure. A significant amount of drilling has been completed to date that defines both the oxide and sulphide resources. After the completion of the 2015 FS, the Company submitted an application for a mining permit to the Government of Burkina Faso on May 25, 2015 and the Council of Ministers of the Burkina Faso Government approved the mining permit application on August 11, 2016. Originally, the objective was to build a larger CIL operation in two phases. The near surface oxide resource would be processed first, followed by a CIL plant expansion to process the underlying sulphide resource. However, in June 2013, due to negative market conditions, the Company announced the suspension of the CIL study and its decision to refocus on a HL operation in order to further reduce initial capital expenditures and operating costs. In 2014, after having completed more metallurgical test work, the planned processing method was further optimized to combine the HL and CIL circuits to eliminate the requirement for cement agglomeration. This work included a second round of metallurgical tests using 2.2 tonnes of oxide core to emulate the scrubbing and screening process of the combined HL/CIL circuit, which was retained in the 2015 FS. Those test results also indicated that the scrubbed crushed material shows acceptable characteristics to be used as over liner material on the HL pad instead of using higher priced aggregate from quarries. Preliminary metallurgical test work results indicate just under 50% of the oxide material (>0.212 mm) will be processed on the HL side of the circuit where recoveries are expected to be in the 82-88% range. The remaining 50% of the oxide material (<0.212 mm) will be processed through a simple CIL circuit without grinding and recoveries are expected in the 87-92% range.

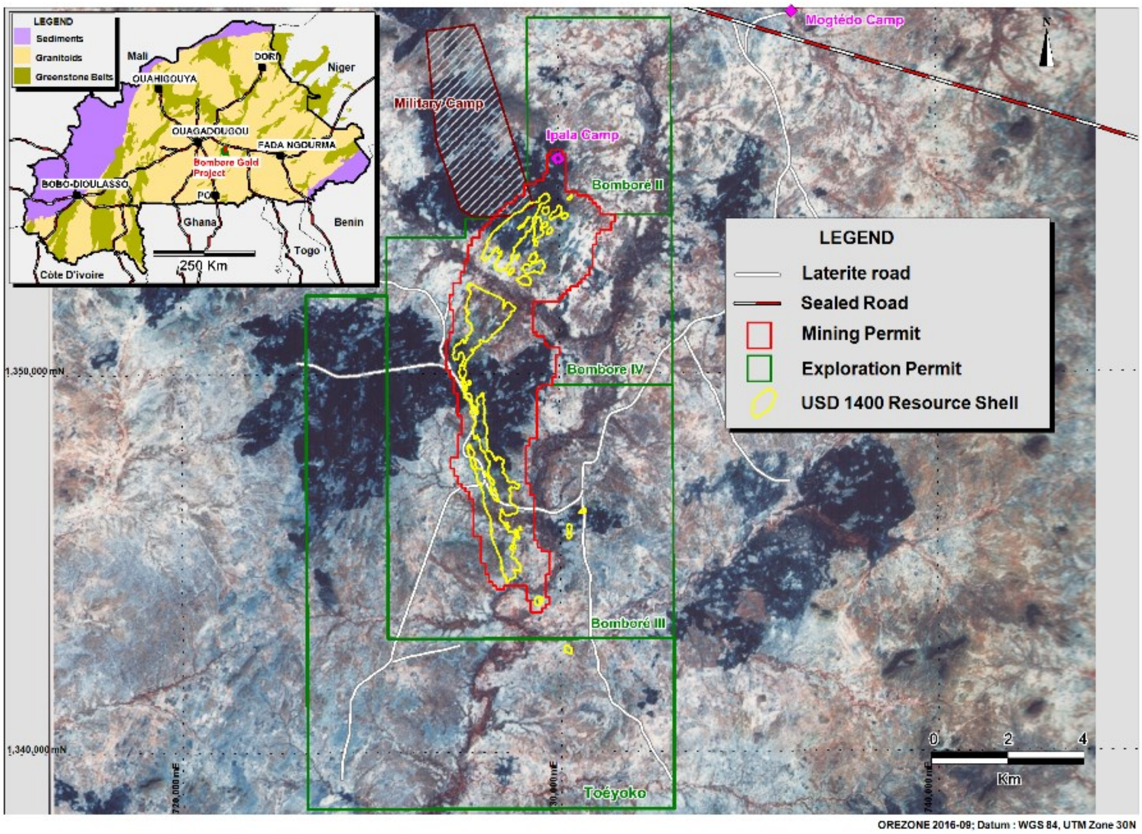
During H2 2014, work continued on the design of the combined heap leach and tailings facility. In September 2014, the Company announced that the initial prefeasibility study level assessment for the design and capital cost of the combined heap leach pad and tailings facility provides for up to 45% more capacity (65 Mt) and preliminary results indicate that the unit cost estimates (per tonne) are in line with those of the heap leach pad (45 Mt) in the PEA. The approach of combining the two facilities saves both space and capital that benefits both the community and the project. The study work continued to update the open pit optimizations and develop a mine plan based on the April 2013 resource model for the FS. In October 2014, the Company announced that as part of the work, it was exploring the use of a more versatile mining fleet made up of smaller trucks and shovels.

On April 28, 2015, the Company announced the highlights of the 2015 FS that envisioned a shallow open pit mining operation with a combined HL/CIL processing circuit that does not require grinding to process the soft and mostly free digging oxidized ores. However, as a result of the resource revision released on August 22, 2016, the Company withdrew the 2015 FS and it can no longer be relied upon until the resource, reserves and 2015 FS have been updated and released in Q2 2017.

Project Description, Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Bomboré project consists of the Bomboré mining permit application (25 km²) and four exploration permits, i.e. Toéyoko (63 km²), Bomboré II (17.6 km²), Bomboré III (42.7 km²) and Bomboré IV (11.3 km²). The permits are located in the Ganzourgou Province southwest of the village of Mogtedo, and are approximately 85 km by paved highway east of Ouagadougou, Burkina Faso. The mining permit was approved in August 2016 by the Council of Ministers and the official Decree dated December 30, 2016 was received on January 25, 2017. The related mining convention from the Burkina Faso tax department (fiscal and tax policy for the permit) is pending and expected in the coming months. The Toéyoko permit is within its second three-year term, which expires July 13, 2017, and may be renewed for one more consecutive three-year term, after a mandatory reduction of its surface area of at least 25%. Map 1 indicates the footprints covered by each of the respective permit areas. The property is readily accessible from Ouagadougou along paved national highway RN-4. All of the property is easily accessed during the dry season by four-wheel drive vehicles using well-travelled roads and trails. Access during the rainy season is restricted as parts of the permit are waterlogged and flooded by overflowing rivers.

Map 1 – Bomboré Gold Project Permit Footprint



The climate is semi-arid, with a rainy season from April to October and a dry season which is mild to warm from November to February and hot from March to April. Temperature ranges from an average low of about 18ºC in December and January to an average high of about 40ºC in April. Annual rainfall in the property area totals 50 to 80 cm, with an average of 75 cm from 1971 to 2000.

The Bomboré permit area is sparsely populated. The local population largely depends on subsistence farming, cattle raising and artisan gold mining. The livestock consists mainly of cows, sheep, goats, hogs and poultry.

Artisanal gold miners ("*orpailleurs*") have been active at several sites for the last twenty years. The *orpailleurs* win gold from the saprolite horizon but also sink shafts as deep as 45 m to recover gold from quartz veins.

The Bomboré River crosses the permit along a NNE-SSW course and its tributaries follow NE and NW directions. The river is a tributary of the Nakambé River. The Southwest corner of the property is about 8 km away from the classified forest of the White Volta River ("Volta Blanche" or "Nakambé"). The White Volta flows generally southwards towards Ghana and marks the border of that protected area. The property can be characterized by low hills, in the order of 50 m in elevation, underlain by outcrops, sub-crops and hard ferruginous lateritic *cuirasse* that dominate a gently south-western sloping plateau.

Vegetation in uncultivated areas comprises mostly savannah woodlands, with dense bush growing only along some of the watercourses. Farmers cultivate staple crops such as millet, rice, sorghum, maize corn and cash crops like, cotton and groundnuts. Deforestation is widespread over the permit area. As a consequence, wildlife is mostly restricted to small game and birds, but snakes are common, and a few monkeys have been seen.

The surface area of the permit is large enough to contain all required mining infrastructure, although technical studies might identify more suitable areas for part of the infrastructures outside the current limits of our permit. The actual surface rights required to build a mine would be specified in the mining permit, which if granted after completion of the feasibility study, requires the approval from the Ministry of Environment, a positive recommendation from the "*Commission nationale des* mines[4]" and a Cabinet decision to grant the permit by Décret[5]. The feasibility must include a Resettlement Action Plan approved by the persons affected by the project if the existing population needs to be relocated.

Exploration History and Drilling

Initial exploration work performed by Channel Resources Limited ("Channel"), along with its partner Solomon Resources Limited, began at Bomboré in early 1994 and continued through and ended with Placer Dome in 2000. A substantial amount of work was performed by Channel and its partners over that period of time, including SPOT satellite imagery interpretation, an 8,548 line-km of airborne geophysics, a 5,666 sample regional geochemical soil survey, a 9,521 sample semi-detailed soil survey, surface rock sampling with 4,893 samples and 5,398 m of surface trenching in 21 surface trenches. Drilling on the project included over 34,000 m of RAB drilling in 1,000 holes, 19,348 m of RC drilling in 259 holes and 1,080 m of diamond drilling in 10 holes.

Channel identified a wide, low grade gold resource with a 14 km strike length and widths of up to several hundreds of meters in six separate zones within the Bomboré first target ("BFT"). Several other regional areas were recognized as potential gold resource targets and have been explored to various degrees.

Geological Setting and Mineralization

The Bomboré and Toéyoko permits cover part of a northeast-southwest trending greenstone belt extending for 50 km from the southwest corner to the village of Meguet in the northeast. The permit area is underlain mainly by a metasedimentary flysh-type sequence dominated by metasandstones with subordinate carbonaceous metapelites and polymictic metaconglomerates. This metasedimentary sequence is intruded by early metagabbroic and ultramafic (peridotitic) intrusives and then syntectonic granodioritic intrusives. Late-tectonic quartz-feldspar porphyries occur as dikes and larger bodies within the greenstone belt. Large biotite granite intrusives are present on the Bomboré Gold Project to the west and to the south of the greenstone belt that is also moulded on a large quartz diorite intrusive located along the eastern limit of the Project. A syenitic intrusion referred to as the Petite Suisse is exposed on the west of the property.

The Bomboré shear zone ("BSZ") is a major one to three-kilometre-thick structure that contains the Bomboré Gold Project gold mineralization and represents the dominant structural feature of the area. The Bomboré Gold Project gold mineralization trend is defined by a gold-in-soil anomaly exceeding 100 parts per billion ("ppb") gold as well as by the presence of numerous gold showings and *orpaillage* sites. The Bomboré Gold Project anomaly measures 14 km in length, is several hundreds of meters in width and occurs within the shear zone.

[4] National Mining Commission
[5] Cabinet Order.

The Drilling Programs

Table 1
Drilling Summary in Meters, as of December 31, 2016
Bomboré Project

Type	2003	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2016	Total
DD	-	-	-	1,716	3,998	7,738	3,087	69,110	64,922	4,215	1,283	2,806	**158,875**
RC	1,994	13,829	7,187	1,583	19,663	-	42,456	81,683	73,816	17,723	24,703	3,162	**287,799**
MT*	-	-	-	-	-	-	3,053	12,142	4,862	-	167	-	**20,224**
Total	**1,994**	**13,829**	**7,187**	**3,299**	**23,661**	**7,738**	**48,596**	**162,935**	**143,600**	**21,938**	**26,153**	**5,968**	**466,898**

* Auger drilling

In 2003, Orezone performed a limited 1,994 m RC drilling program to assess higher grade areas identified by previous operators, such as the Kiin Tanga and P8/P9 areas. Due to a shortage of drill rigs in West Africa and a higher priority being placed on the Company's other projects, a very limited amount of work was carried out on Bomboré in 2004. In 2005, Orezone investigated the continuity of previously indicated mineralization over widely spaced sections. The RC drilling confirmed both the continuity and the lower grade nature of mineralization.

In 2006, Orezone completed 160 km of gradient IP surveys over the main mineralized area (BFT) on the Bomboré permit. Trigonometric beacons were installed to complete a photogrammetric survey and a reconnaissance RC drilling program was carried out to identify new extensions to the known gold bearing zones.

Reconnaissance and definition RC drilling continued in 2007, followed by 3D geological modeling, resource modeling, metallurgical test work, and DD (1,716 m, 17 holes) to validate the geological and resource models.

In 2008, the Company completed 19,663 m of RC drilling (268 holes) and 3,998 m of core drilling (40 holes). The Bomboré resource model was updated with the most recent drill data. SRK Consulting (Canada) Inc. audited the new model and resource estimate procedures and the results were released on November 10, 2008. Other activity on the Bomboré project in 2008 included receipt of a third party technical review of the Company's metallurgical test program, which concluded there was no indication of elements that would negatively affect the recovery of gold or result in high cyanide consumption, and completion of a multi-element litho-geochemistry sampling program and ore petrography investigation.

In 2009, the Company first completed a 20-hole (4,738 m) core drilling program in the P8/P9 area to investigate the continuity of the mineralized system to a vertical depth of about 175 m, and then completed a 6-hole (3,000 m) core drilling program in the Maga, P8/P9 and Siga areas to a vertical depth of 300 m and spaced roughly 2 km apart. Both programs indicated that the low grade gold mineralization extends at depth, although without improvement in the grade and width of the mineralized envelopes in those 6 holes. The Company also completed a comprehensive scoping-level metallurgical test work program that comprised comminution and extraction work, including column leach test work. The preliminary coarse bottle-roll test work returned poor results for the fresh (sulphide) material and those samples were excluded from the column leach test work.

In 2010, the Company completed over 48,000 m of drilling and over 45,000 m of those results were included in an updated resource estimate (the "2010 Resource Update"). During Q1 2010, the Company began a 42,456 m, 619-hole RC drilling program to infill and expand the oxide resources at Bomboré and a 3,053 m auger drilling program to test a number of prospective targets on the property. The auger drilling program was completed during the first quarter and generated new RC drilling targets that were partly incorporated in the 2010 RC drilling program, which was completed in the second quarter of 2010.

In 2011, approximately 91% of the 170,000 m drill Program was completed (153,880 m) with 78% of the assays received during the year, including 100% of the RC assays and 96% of the core assays from the southern portion of the project, for which the geological modeling was in progress.

The results from the near surface oxide zone, both within and outside the pit shells that constrained the previous 2010 Resource Update, were positive and indicated that a significant expansion and upgrade of the oxide resources should be expected. The drilling improved the continuity of the mineralization along strike and between the pit shells, which should result in lower open pit mining strip ratios in the oxide material. One example is the Siga South zone where drilling has confirmed that it connects with the Siga West zone resulting in 3.7 km of a continuous mineralized structure with a vertical depth of up to 200 m. The zone remains open at depth and along strike and warrants further drilling to test the full potential. In the 2010 Resource Update, Siga South amounted to only 1.6 km of the 11 km Bomboré resource, was classified as Inferred and was supported only by shallow widely-spaced drill holes.

In 2012, the Company completed 73,816 m of RC drilling and 64,922 m of core drilling. The Bomboré 2010 resource model was updated to include drilling up to March 2012 and assay results to June 2012. The 2012 Resource Update included an additional 214,146 m of drilling for a total of 338,033 m including 115,849 m of core drilling.

In 2013, the Company completed 17,723 m of RC drilling and 4,215 m of core drilling and updated the resource estimate in April which includes an additional 67,023 m of drilling that was not included in the previous resource released on August 27, 2012, for a total of 404,648 m (to an average vertical depth of 120 m), including 259,025 m of RC drilling in 4,170 holes.

In 2014, the Company completed 24,703 m of RC drilling, 167 m of auger drilling and 1,283 m of core drilling, including some geotechnical and sterilization drilling.

In 2015, the Company focused on completing the 2015 FS, the ESIA and related RAP without any further exploration drilling.

The Company started a 9-month exploration and definition drill program in November 2016 that is focused on: 1) upgrading existing oxide resources and testing gaps between oxide pit shells; 2) simulated grade control drilling for modeling purposes in representative areas of the oxide resource model; and 3) expansion drilling on regional oxide targets as well as on higher grade, near-surface, sulphide material. A limited and focused drill program of 5,968 meters was completed before December 31, 2016.

Potential Future Drilling

The Bomboré oxide resources could be further expanded along strike from the January 10, 2017 resource pit shells, including gaps between these pits shells, and by advancing greenfield exploration on various regional targets.

Currently, the gaps in the drilling information for the 11 km-long mineralized trend resulted in more than seventy individual and, in many cases, relatively small-sized pits. If economic mineralization is demonstrated in those gaps by the next phase of drilling, allowing a merger of many small pits, this would not only increase the mineralized resources, but could reduce the overall stripping ratio by eliminating several ramps and what may now be internal waste.

The Bomboré sulphide resources could be further expanded by drilling down-dip under the current qualified resources and by targeting new areas where better quality sulphide mineralization potential has been identified, i.e. P17S-style granodiorite-hosted sulphide deposits with better grade and better metallurgical characteristics than the bulk of the current Bomboré sulphide resources and located 2km south along the same trend.

Sample Preparation, Analyses and Security

Orezone used industry best practices to collect, handle and assay core and reverse circulation samples collected during the period of 2003 to 2014.

Until June 2011, Orezone used two gold analytical procedures for drilling samples collected at the Bomboré Gold Project. Core assay samples from the fresh or non-weathered zone were assayed using a standard fire assay procedure on 50-gram pulverized sub-samples. Reverse circulation and core samples from the weathered (laterite, oxide and transition) zone were subjected to bottle-roll cyanide extraction with LeachWELL™ assaying. From July 2011, all new samples (reverse circulation and core) were subjected to bottle-roll cyanide extraction with LeachWELL™ assaying.

Orezone used various analytical laboratories during the August 2010 to June 2013 period. Reverse circulation and oxide core assay samples were all dispatched to the BIGS Global ("BIGS") laboratory in Ouagadougou for analyses by LeachWELL™. SGS Ouagadougou was used as an umpire laboratory for LeachWELL™ assays. Sulphide zone core samples were analyzed at the ALS and SGS laboratories in Ouagadougou until July 2011 when it was decided that all core samples would be analyzed by the LeachWELL™. The leach residue or leach tail samples were analyzed mostly at the ALS laboratory initially and then from September 2011 almost exclusively at the SGS laboratory in Ouagadougou, in both instances using a standard fire assay procedure on 50-gram pulverized sub-samples.

Orezone applied strict security measures throughout the sampling, sample preparation, and analytical stages. The RC samples and the drill core retrieved by the drillers are collected and handled at the drill site by Orezone personnel. The sample bags are transported by a dedicated driver to a secured storage area in the Bomboré Gold Project area, split and sent to the Orezone warehouse in Ouagadougou. The sample bags are never left unattended. The storage area at the Bomboré Gold Project is fenced and security is provided permanently by a watchman. The warehouse in Ouagadougou is an enclosed building. From there, the samples are checked, sent to the preparation facilities in Ouagadougou and thereafter returned to Orezone's warehouse. Finally, the samples are dispatched to the analytical laboratories. The samples are continually under the direct control of Orezone staff, which monitors the preparation and shipment of the samples. This ensures reasonable chain of custody by Orezone from the drill sites to the analytical laboratory.

Data Verification

Orezone exploration work is conducted under a quality management system involving all stages of exploration, from drilling to resource estimation. The collection of exploration data is closely monitored to minimize inadvertent or voluntary errors and the master database undergoes hierarchical auditing. As described in the 2013 Resource Statement, found in the 2014 PEA, and in the opinion of SRK Consulting (Canada) Inc. ("SRK"), the field procedures used by Orezone meet or exceed industry best practices. Assay results and analytical quality control data produced by the various laboratories are inspected visually and proactively analyzed using various bias and precision charts. At the end of each drilling program, Orezone produces quality control reports summarizing protocol and the quality control data.

In accordance with NI 43-101 guidelines, SRK visited the Bomboré Gold Project between June 26 and 28, 2008 and again between August 10 and 13, 2011. All aspects that could materially impact the integrity of the resource estimate were reviewed with Orezone staff. SRK was given full access to project data and was able to interview exploration staff to ascertain exploration procedures and protocols.

Orezone made available to SRK three updated Gemcom databases for the South, North and Southeast areas containing all electronic data accumulated on the Bomboré Gold Project. SRK conducted a series of routine verifications to ensure the reliability of the electronic data provided by Orezone.

SRK analyzed the raw analytical quality control data accumulated by Orezone. Control samples (blanks and standards) were summarized on time series plots to highlight the performance of the control samples. Paired data (field and pulp duplicates and check assays) were analyzed using bias charts, quantile-quantile, and relative precision plots. In the opinion of SRK, the results of the analytical quality control data received from ALS, SGS, and BIGS are sufficiently reliable for the purpose of resource estimation.

Mineral Resources and Mineral Reserve Estimates

2016 Resource Update

In 2016, Orezone prepared an updated Mineral Resource estimate ("2016 Resource"). The estimate was audited, classified, and reported by RPA in a NI 43-101 Technical Report dated October 31, 2016 and based on drill hole information to December 2014. At a cut-off grade of 0.2 g/t Au for oxide and transition material and 0.38 g/t Au for fresh layers, Measured plus Indicated Mineral Resources were estimated to be 171.95 Mt at an average grade of 0.73 g/t Au for a total of four million ounces of contained gold. Using the same cut-off grades, Inferred Mineral Resources were estimated to total an additional 24.26 Mt at an average grade of 0.74 g/t Au for 579,000 ounces of contained gold. The Mineral Resource estimate had an effective date of September 7, 2016 and the supporting report was filed on SEDAR on November 7, 2016. Based on the modelling methodology, the level of completeness, and the removal of resources located near environmental sensitive areas, the 2016 estimate excluded mineralization and resources that had been included in the 2013 Resource Estimate.

The 2016 Resource Estimate resulted in a decrease in the estimated M&I Resource by 29% and a reduction in the average estimated gold grade by 4% to 0.97 gram per tonne (gpt). Within this the estimated oxidized and transition M&I resource was reduced by 31% and the average gold grade by 2% to 0.89 gpt. The estimated fresh rock (sulphide) M&I resource was reduced by 28% and the average gold grade by 6% to 1.04 gpt. It should be noted that approximately one third of the reduction in resources is the result of the removal of resources that occur in environmentally sensitive areas, and areas that have been set aside for the benefit of local artisanal miners. Most of these resources were already excluded from the 2015 reserves estimate as part of the 2015 FS. The remaining two-thirds of the reduction in resources was attributed to a more conservative approach to the modelling methodology than used in the 2013 estimate. This included the re-interpretation of the mineralized domains coupled with restrictions on the grade modelling of the lower grade domains. The result was the exclusion of a significant amount of mineralized drill intersections (composites) of both higher and lower grade, that occur outside of the modelled mineralized domains. Essentially, there was a significant amount of mineralization in the waste domain that is unaccounted for in the 2016 Resource.

As a result of the changes to the 2016 Resource, the 2015 Mineral Reserve estimate, as was detailed in the 2015 FS was withdrawn by the Company and should not be relied upon until it has been updated. The 2016 Resources are constrained within conceptual open pit shells prepared by RPA using parameters based on the studies completed on the project and adjusted for the economic conditions documented during Q2 2016. The total resource (oxide and sulphide) spans an area over 11 km long and up to 1 km wide with an estimated low waste to ore strip ratio. The majority of the total resource occurs within the top 120 m, the average depth of drilling completed to date, however some pit shells reach a depth of 240 m. The mineralization remains open at depth and in part along strike.

The 2016 estimation methodology:

The methodology included estimating the grade in two principal grade domains, a higher grade +0.45 gpt domain (the core of mineralization) and a lower grade 0.2 to 0.45 gpt domain (the lower grade halo around the core). The grade of each domain (or envelope) was estimated using only the composited assays that occur within each envelope and therefore was a hard boundary between each domain. The 2016 Resource includes 4.01 Moz M&I Resources (172 Mt @ 0.73 gpt which includes 3.2 Moz in 103 Mt @ 0.97 gpt). There are a further 0.58 Moz of Inferred Resources (24 Mt @ 0.74 gpt). These resources include a near surface oxide and transition resource of 1.94 Moz of M&I material (102 Mt @ 0.59 gpt which includes 1.36 Moz in 47 Mt @ 0.89 gpt) that averages 45 m in depth from surface. The 2016 Resource is based on a total of 440,009 m of drilling (to an average vertical depth of 120 m), including 283,940 m of Reverse Circulation ("RC") (4,703 holes) and 156,069 m of Diamond Drilling ("DD") (1,025 holes).

2017 Resource Update

From September 2016, the Company contracted RPA to update the 2016 Resource to include several mineralized intervals that occurred within the pit shells and outside of the 2016 wire frame envelopes. The 2017 Resource Mineral Statement was released on January 10, 2017. The methodology used for the current resource estimate was based on the parameters used for the September 7, 2016, resulting in addition of 391 lower grade envelopes to the North and South models, many of which demonstrated grade continuity suitable to be classified as Measured and Indicated Mineral Resources. There was also the addition of a minor third domain located outside the envelopes as an unconstrained model using a limited search ellipse up to 35 m by 35 m by 2.5 m. All of the “third domain” was classified as Inferred.

The overall results (Table 3) shows that the gold ounces contained in the 2017 M&I Resource increased by 15% from 3.22 million ounces to 3.69 million ounces with a 5% reduction in the average gold grade to 0.92 gram per tonne (gpt) as compared to the 2016 estimate. Of this, the Oxidized and Transition M&I Resource increased by 10% with a 3% reduction in the average gold grade to 0.87 gpt and the fresh rock (Sulphide) M&I resource increased by 18% with the average gold grade reduced by 7% to 0.97 gpt. For comparison purposes, Table 3 also includes the 2013 resource statement based on the same cut off grades (0.45 gpt for oxide & transition and 0.5 gpt for sulphide). These cut off grades are well above the lower economic cut off grades that will be used for estimating the 2017 reserves.

The increase in the 2017 Resource is directly attributable to the modeling (wire framing) of the additional mineralization that had been previously categorized as waste (third domain) in the 2016 estimate and not due to a change in methodology, gold price or the drilling database. By combining the 2017 increase in resources with this voluntary reduction in the 2016 Resources for technical and practical reasons, the difference between 2013 and 2017 resource estimates is now less significant than as announced on August 22, 2016.

The 2017 Mineral Resource Statement (Table 2) reports at the calculated economic cut off gold grades of 0.2 gpt for oxide and 0.38 gpt sulphide. Compared to the 2016 estimate, at the calculated economic cut off grades, the total Oxide and Transition M&I resources increased from 1.935 million ounces to 2.214 million ounces and the total Sulphide M&I resources increased from 2.074 million ounces to 2.556 million ounces.

RPA has been contracted by the Company to complete a new Mineral Reserve estimate based on the 2017 Mineral Resource estimate. The Company plans to update and optimize the feasibility study based on a 2017 Mineral Reserve estimate and mine plan.

Table 2 - 2017 Mineral Resources Statement for the Bomboré Deposit, Burkina Faso, West Africa

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

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

Table 3 - Comparison Table of 2017 to 2016 Mineral Resource Estimates at Similar Cut-off Grades

		Measured Mineral Resource			Indicated Mineral Resource			Measured and Indicated Mineral Resource			Inferred Mineral Resource		
	Cut off gpt	Tonnes Mt	Grade gpt	Gold Koz	Tonnes Mt	Grade gpt	Gold Koz	Tonnes Mt	Grade gpt	Gold Koz	Tonnes Mt	Grade gpt	Gold Koz
2013 Ox+Tr	0.45	38.9	0.94	1,174	28.3	0.87	789	**67.2**	**0.91**	**1,964**	6.4	0.92	189
2016 Ox+Tr	0.45	16.3	0.98	514	30.7	0.85	840	**47.1**	**0.89**	**1,355**	1.0	0.76	24
2017 Ox+Tr	0.45	**16.9**	**0.94**	**513**	**36.5**	**0.83**	**974**	**53.4**	**0.87**	**1,487**	**4.8**	**0.77**	**117**
Difference		0.5	(0.03)	(2)	5.8	(0.02)	134	**6.3**	**(0.03)**	**133**	3.8	0.00	93
Percent Difference		3%	-4%	0%	19%	-2%	16%	**13%**	**-3%**	**10%**	381%	0%	383%
2013 Fresh (Fr)	0.50	44.1	1.03	1,456	28.6	1.24	1,142	**72.7**	**1.11**	**2,598**	12.1	1.38	534
2016 Fresh	0.50	6.7	1.07	232	49.1	1.04	1,638	**55.8**	**1.04**	**1,870**	15.9	0.89	457
2017 Fresh	0.50	**2.3**	**1.18**	**87**	**68.7**	**0.96**	**2,121**	**71.0**	**0.97**	**2,208**	**20.1**	**0.97**	**630**
Difference		(4.4)	0.10	(145)	19.6	(0.08)	483	**15.2**	**(0.08)**	**338**	4.2	0.08	174
Percent Difference		-66%	9%	-63%	40%	-8%	29%	**27%**	**-7%**	**18%**	26%	9%	38%
2013 Ox+Tr+Fr		83.0	0.99	2,630	56.8	1.06	1,931	**139.9**	**1.01**	**4,561**	18.4	1.22	723
2016 Ox+Tr+Fr		23.0	1.01	746	79.8	0.97	2,478	**102.9**	**0.97**	**3,224**	16.9	0.88	481
2017 Ox+Tr+Fr		**19.2**	**0.97**	**600**	**105.3**	**0.91**	**3,095**	**124.5**	**0.92**	**3,695**	**24.9**	**0.93**	**747**
Difference		(3.9)	(0.03)	(147)	25.4	(0.05)	617	**21.6**	**(0.05)**	**471**	8.0	0.05	267
Percent Difference		-17%	-3%	-20%	32%	-5%	25%	**21%**	**-5%**	**15%**	47%	6%	55%

Notes: A subset of the 2017 and 2016 Mineral Resources is reported in this table to draw comparisons to the 2013 model which was reported at a lower cut off grade of 0.45 gpt for oxide and transition material and 0.50 gpt for fresh material.

The Bomboré project benefits from a large oxide and sulphide resource that allows for flexibility and potential expansion of the process facility. The resource remains open at depth and for the most part along strike. The Company has a 2017 exploration budget that includes further drilling for infill, expansion, and model testing purposes during H1 2017. Part of the focus of this drilling is to define and upgrade the mineralization that is currently unclassified and occurs within the resource pit limits. This drilling will generally be shallow and designed to demonstrate the ability to upgrade resources by expanding grade domains and to test areas that have been previously identified as prospective but are presently excluded from the current estimate.

Mining Operations and Development Timetable

The Company is completing an updated and optimized feasibility study on Bomboré and envisions a shallow open pit mining operation with a processing circuit that combines heap leaching and CIL without any grinding to process the soft and mostly free digging oxidized ores. The mine plan will be designed to deliver higher grade ore in the early years. Lower grade stockpiles will be processed in the final years. At anytime in the future, the CIL possessing plant could be expanded to include crushing and grinding to process the Bomboré sulphide resources.

Development of the mine thereafter is dependent on improved gold price and market conditions, a partnership arrangement with a producer or any other strategic alternative that might be more attractive and less dilutive for its stakeholders

Environmental, Social Impacts and Resettlement studies

The Bomboré gold project is located in a sparsely populated area where the climate is semi-arid. The land is generally flat and vegetation in uncultivated areas comprises mostly savannah grasslands and woodlands with dense bush growing only along the watercourse. Deforestation is widespread over the permit area and wildlife is mostly restricted to small game and birds. One impact caused by the project and identified by the ESIA was found to be the resettlement of the population currently living on the project site.

The project footprint (Figure 1) requires the resettlement of 609 households (approximately 4,263 people) from traditional villages and the expropriation of 700 ha classified as agricultural. The combined HL/CIL processing infrastructure is located in the northern area of the BGP where about sixty percent of the gold resources are located: this area will need to be cleared prior to the start of major construction activities, which will require the resettlement of 309 households. The resettlement of 300 households from the southern area of the BGP could occur after operations have begun as they will not be immediately affected. The Company has identified possible resettlement areas for each of the communities potentially impacted by the project and is in the process of validating each of those sites with the communities impacted by the project.

The BGP site is within the Sahelian climate zone and has a tropical type of climate that is subject to a wet season of about six months from April to October. During this period, the entire annual rainfall of about 750 mm is experienced. The main wind is the moist monsoon from April to October from a SSW direction, shifting to the dry Harmattan from November to March from a NNE direction. Monthly average temperatures range from 25ºC to 33ºC and monthly average humidity from 84% in the wet season to 14% in the dry season with high evaporation rates. The total annual evapo-transpiration is averaging 1,804 mm.

Surface water and stream flow is confined to the wet season from April to November. Siltation of any river-based water storage facilities is extremely rapid due to the torrential nature of the rainfall.

Field hydrological drilling results indicate that the water table is present within the first 40 m below surface and the majority of the groundwater occurs within the first 75 m below surface. Groundwater is generally of good potable quality. Although elevated levels of arsenic and manganese have been recorded from some of the boreholes, all samples tested were within the Effluent Guidelines set by the International Finance Corporation (“IFC”) for the mining sector for all selected parameters.

The main zones of vegetation at the site can be ascribed to four main types: (i) the cultivated parcels (48% of the study area, with about 32 trees per ha); (ii) the natural savannah (26% of the study area, with about 106 trees per ha); (iii) the natural riparian environment (18% of the study area, essentially along the Bomboré river and its tributaries, with about 216 trees per ha); and (iv) the barren lands (8% of the study area). Human activities have seriously reduced the density of the local vegetation and its diversity due to farming, overgrazing, artisan mining and the collection of fire wood. Some 69 tree species and 98 herbaceous species have been recorded within the study area. Within the 36.3 km^2 heap leach project footprint, the cultivated parcels occupy 45% of the total area, the natural savannah 34%, the natural riparian environment 15% and the barren lands 6%. About 54% of the project footprint consists of a 500 m buffer zone around the mining infrastructure: this buffer zone will not be inhabited during the life of the mine.

Eight petrological units were identified and ascribed to four major units with respect to their agro-forestry potential, from totally inapt (Unit A: 12% of the study area), to marginally apt for pluvial crops (Unit B: 15% of the study area), apt to moderately apt for pluvial crops (Unit C: 57% of the study area) and apt to moderately apt for pluvial crops, pluvial rice and orchards (Unit D: 16% of the study area). The soil types will have an important role to play in the selection of the resettlement sites and various mining infrastructures. Within the heap leach project footprint, Unit A is overrepresented (24% of the area) and units’ C and D are underrepresented (respectively 48% and 14 % of the area).

Due to the human pressure and the degradation of the natural environment, ground fauna is generally scarce, especially mammals, but the avian fauna is diversified. Hare, hedgehog, squirrel, rat, wild cats, Nile varan, land turtles, frogs, toads and adders have been observed and tracks of oribi and python have been recorded. Bird species that have been observed include pigeons, turtledoves, guinea fowls, partridges, herons, ducks, coucals and brown vultures. Fish species including carp, catfish, sardine, tilapia and lungfish have been recorded during the wet season.

The land ownership within the study area is peculiar due to the coexistence of the traditional and modern land tenure schemes. In the traditional system, families have inherited or have been temporarily granted the right to use the land but there is no private ownership of the land. In 1974, a state company named *l'Autorité pour l'Aménagements des Vallés des Volta*[6] ("A.A.V.V.") was created with the mandate to create new villages and required infrastructure ("AVV") within parts of the Volta Rivers catchment that were previously affected by onchocerciasis, or river blindness, and trypanosomiasis, or sleeping sickness. The main objective of this voluntary resettlement program was to reduce the demographic pressure within the Mossi plateau by colonising more fertile lands and along the Volta Rivers. The Mogtédo area, where the Bomboré Gold project is located, was one of the areas selected for the A.A.V.V. resettlement program. From 2003 to 2006, a project named the *Plan foncier rural du Ganzourgou*[7] ("PFR-G"), financed by the *Agence Française de Développement*[8] ("AFD"), built a database of the land ownership situation within the AVV area, proceeded with the survey of the individual and communal plots, created a land register and delivered a title of deeds to the land owners. About 75% of the Bomboré Gold Project is within the PFR-G area, and about 58% of the area occupied by fields and communal parcels has been registered.

The social baseline conditions have been established through reviewing existing information and from information collected by the social assessment team working within the study area. During this period, a good understanding of the baseline social conditions, as well as a comprehensive database of people and dwellings has been established. Women represent 52% of the population; youth (age 0-20) account for 60% of the population; the majority of the population of the area is Muslim (61%), with a significant proportion of Catholics (22%) and Animists (15%).

Agriculture is very important in the project area but yields are low and declining due to the intensive nature of the activity; sorghum, corn and millet account for the bulk of the production. Most of the producers (96%) are using seeds from their own crop and organic manure but 62% also buy some chemical fertilizers. Animal farming is practiced by most households with an average livestock ownership of 16 poultry, 5 cattle, 6 sheep and 5 goats. The majority of the population in the study area declared artisanal mining as their primary source of income (60% of their income vs. 18% from livestock trade and 9% from cash crops). There are both permanent and seasonal artisanal miners in the area.

There are primary schools within the study area in the villages of Nobsin, Mogtédo V3 and Mogtédo V4. Only about 16% of the community is literate. Health facilities are very basic with only two public health clinics within the study area, in the villages of Nobsin and Mogtédo V3, both of them with nurses and without a doctor. Some 121 water wells, including 62 shallow large diameter traditional wells, have been identified within the study area, and only 43% of the population within the project area has access to water within 300 m from their domicile.

Some 88 Animist sacred sites have been recorded within the study area, together with 33 cemeteries and 33 buildings related to the Muslim and Christian religious groups.

Because of the strongly negative water balance, the mining operation can easily be designed for zero water discharge. On the other hand, it will have to draw water from the seasonal rivers during the rainy season, which

[6] Authority for the Development of the Volta Valleys
[7] Ganzourgou Rural Land Plan
[8] French Agency of Development

should not impact any of the downstream users. Protection of the natural groundwater from process water containing cyanide will be properly planned; the feasibility study work related to design and cost estimates address this requirement adequately.

The project will result in the resettlement of the population currently living on the project site. There is an opportunity to further optimize the engineering design of the project to reduce its footprint by possibly 10%. Although this study has assumed the expropriation of the whole area within the 500 m buffer zone, the land could remain accessible for farming activities in the outer 250 m portion of this buffer, potentially reducing by more than 30% the loss of AVV fields and communal parcels resulting from the development of the project.

Scope of Resettlement

The Resettlement Action Plan budget used for the 2015 FS was based on the following assumptions:

- The area impacted is based on the site layout generated during the course of this study, with a 500 m buffer zone to be expropriated around the mining infrastructure (pits, pads, ponds, haulage roads, dumps, etc...);
- Census data and property inventory as of February 2015;
- Staged development of the project (Phase 1 in the North during the construction period (Year -1), to be followed by Phase 2 in the South during Year 2 and Phase 3 in the South-East during Year 7);
- Best-practice strategy to meet the national and IFC standards. The budget includes the replacement of all private inhabited buildings, latrines and kitchens, and all public infrastructures, plus financial compensation for granaries, sheds, ovens, parks, shops, roosts and similar small infrastructure; and
- As for the farmlands, cash compensation over five years was considered and agreed. The estimate was based on the value of the annual harvests, as established from the average yield and market value compiled by the local branch of the Ministry of Agriculture for the area, the nature of the crop for each parcel and the surface area of the parcel, as recorded during the field study.

Staged Footprints

The proposed resettlement of villages will be progressive and divided into 3 stages in function of the mining plan.

Stage 1 of the Resettlement program covers an area of 1,830 ha and will result in the physical and economic displacement of approximately 351 households (1,817 people) and 413 ha of farmland, specifically the villages of Nobsin, Goingo, Mogtédo V4 and Mogtédo V5, and about 2,500 people from the Sanam Yaaar artisan mining village (Figure 2).

Stage 2 covers an area of 640 ha where 177 households (1,250 people) must be relocated and 101 ha of farmland compensated, specifically the village of Mogtédo V3 and about 1,270 people from the Kagtanga artisan mining site. Stage 2 of the resettlement program will have to be completed by the end of the first year of production according to the current mining plan when mining of the Far South pits is planned, but could easily be delayed to the third year of production.

Stage 3 covers an area of 410 ha, involves the displacement of approximately 81 households (565 people) and the compensation of 187 ha of farmland in Mogtédo V2 and Bomboré V1 villages. The program will have to be completed by the end of the third year of production.

Figure 1

ESIA Study Area and Project Footprint

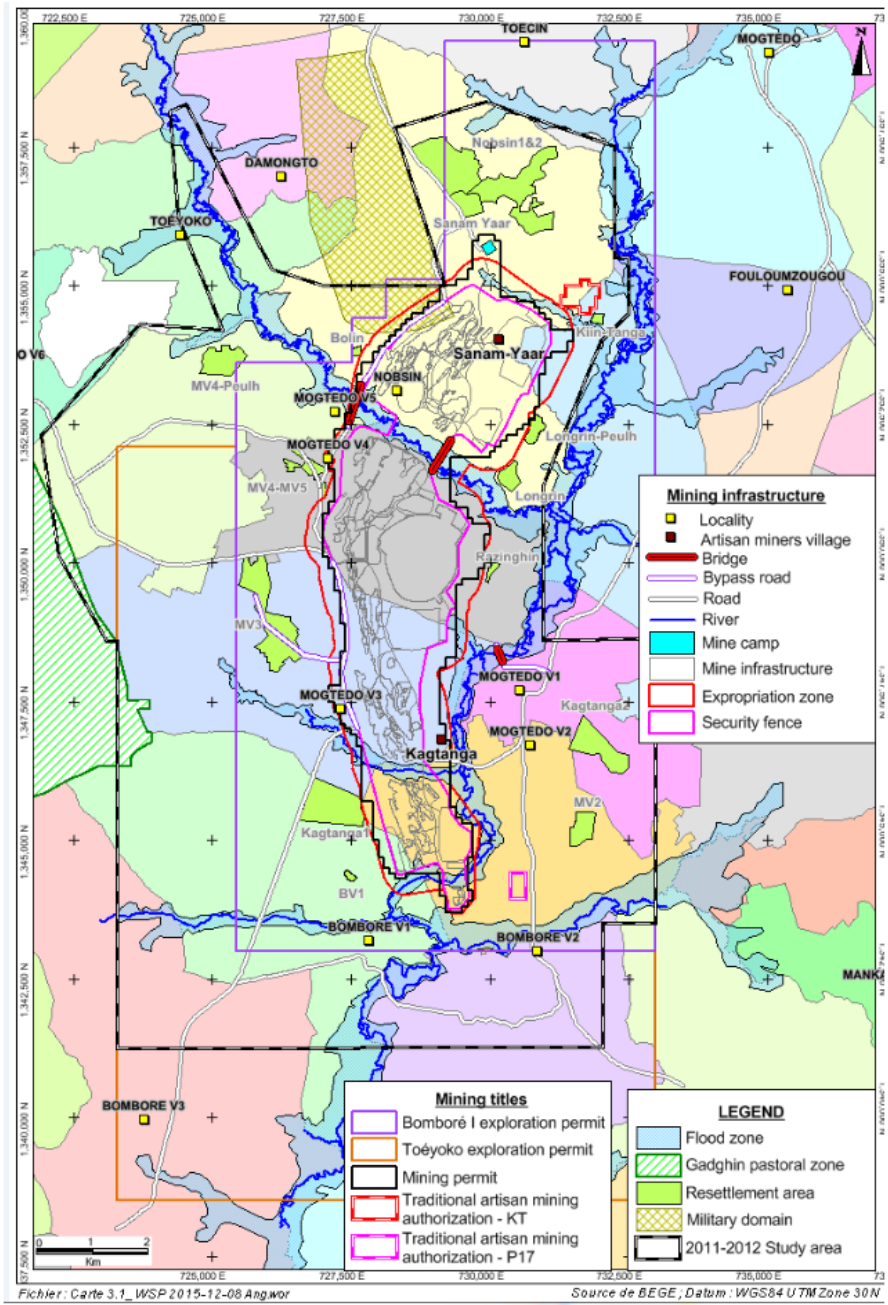


Figure 2

Project Footprint Area

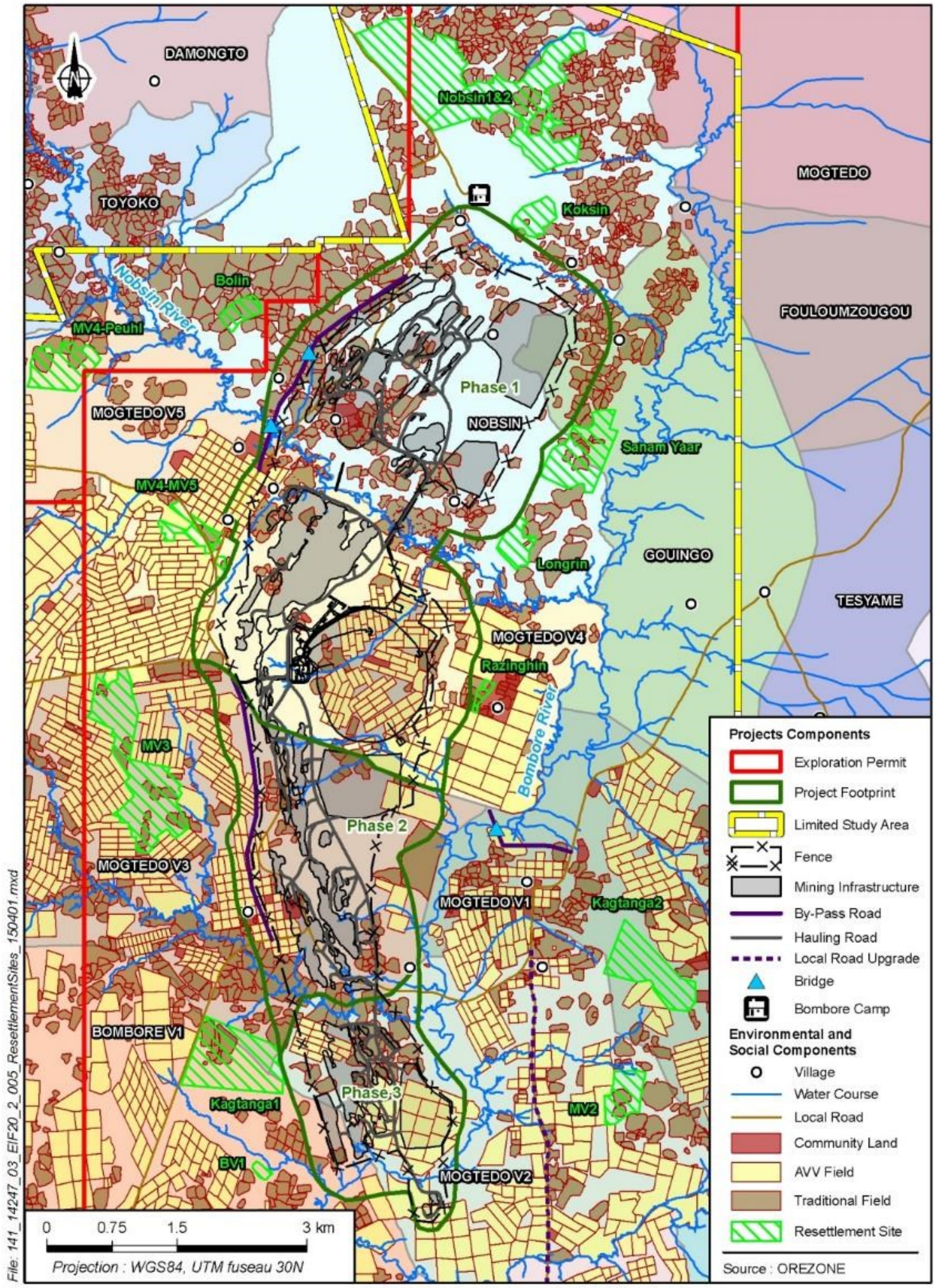


Table 4
Staged Resettlement

Area	Total
Households	**609**
People	**7,400**
Fields (ha)	**700**

Table 5
Resettlement Action Plan ESIA Budget (USD $)

Item	Phase 1	Phases 2&3	TOTAL
Land expropriation	USD 374,966	USD 261,443	USD 636,408
Crop compensation	USD 1,131,759	USD 789,112	USD 1,920,871
Tree compensation	USD 714,217	USD 340,375	USD 1,054,592
Private buildings replacement	USD 6,662,353	USD 4,843,699	USD 11,506,052
Removal allowance	USD 127,636	USD 93,818	USD 221,455
Land acquisition	USD 28,718	USD 21,109	USD 49,827
Community infrastructure replacement	USD 705,408	USD 488,203	USD 1,193,611
Sacred sites and sepultures	USD 32,545	USD 17,455	USD 50,000
Commercial activities allowance	USD 5,601	USD 3,734	USD 9,335
Artisan miners compensations	USD 843,412	USD 402,533	USD 1,245,945
Bypass roads	USD 270,000	USD 780,000	USD 1,050,000
Community bridges	USD 639,479	USD 331,395	USD 970,874
Community livelihood compensations	USD 161,153	USD 1,450,375	USD 1,611,527
RAP Implementation	USD 409,795	USD 409,795	USD 819,589
	USD 12,107,042	USD 10,233,045	USD 22,340,087

Closure, Decommissioning and Reclamation

The closure, decommissioning and reclamation costs of the BGP of US$22.5M were included in the FS financial analysis.

Legal Framework

In Burkina Faso, the state owns title to all mineral rights. The Government of Burkina Faso passed into law Order No. 036-2015/CNT pertaining to the Mining Code of Burkina Faso ("Mining Code") that is administered by the *Ministère de lénergie, des mines et des carrières*[9] ("MEMC").

[9] Ministry of Energy, Mines and Quarries

The Mining Code provides the legal framework for the mining industry in this country. Mineral rights are acquired through a map based system by direct application to the MMCE.

The 2015 Mining Code guarantees a stable fiscal regime for the planned life of mine as contemplated in the Feasibility Study supporting the mining permit application. It also guarantees stabilization of financial and customs regulations and rates during the period of the exploitation to reflect the rates in place at the date of signing the Mining Convention. Furthermore, the Mining Code states that no new taxes can be imposed with the exception of mining duties, taxes and royalties.

On June 26, 2015, the *Conseil National de la Transition* approved a new Mining Code which was subsequently adopted by the parliament on July 16, 2015, and promulgated on October 29, 2015. 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 (which was created based on the request of the World Bank ("WB") as a condition for future financial support of the country by the WB), the removal of the 10% reduction in income tax rates for the mining sector, penalties for changes in production levels, the obligation for a mining company to pay a dividend if an after-tax profit is made and adequate reserves have been accumulated, and for feasibility studies to include a plan for the training and the promotion of local mining executives. The permit may also be subject to certain changes from the 2015 Mining Code that would ultimately be applicable to all other mines operating under the terms of the 2003 Mining Code. Some dispositions of the new 2015 Mining Code are incompatible with the Mining Conventions signed by the mines in production or with The Organization for the Harmonization of Business Law in Africa ("OHADA") Uniform Act that is applicable in Burkina Faso.

3.5.2 Bondi Project

On May 24, 2016, the Company signed an agreement for the sale and transfer of the Bondi project to Sarama for consideration consisting of 9.6M Sarama shares valued at C$0.15 per share, plus 3M warrants priced at C$0.195 per share with an expiry of two years and 2M warrants priced at C$0.24 per share with an expiry of three years. The transaction also includes a US$20/oz royalty on the first 200,000 ounces sold out of production from the Bondi Permit area. Orezone and Sarama continue to do all things possible to conclude the transaction.

4.0 DIVIDENDS

The Company's current policy is to retain earnings to finance the growth and the development of the Company's business and not pay dividends until it has established revenue and income generating assets. This policy will be reviewed in the future should the Company be successful in establishing a commercial mining operation. The Company is not aware of any restriction that could prevent it from paying dividends.

5.0 CAPITAL STRUCTURE & MARKET FOR SECURITIES

5.1 General Description of Capital Structure

The authorized capital of the Company consists of an unlimited number of common shares without par value, of which 154,050,364 were issued and outstanding as of April 6, 2017. Each issued and outstanding common share of the Company is entitled to one vote at any meeting properly called and constituted for the transaction of business.

Holders of common shares are entitled to receive notice of, attend and vote at all meetings of the shareholders of the Company. Each common share carries the right to one vote in person or by proxy at all shareholder meetings of the Company. The holders of common shares are entitled to receive dividends, as and when declared by the board of directors of the Company, and subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Company, are entitled to receive the remaining property of the Company in the event of liquidation, dissolution or winding-up of the Company.

5.2 Trading Price and Volume

The Company's common shares commenced trading on the Toronto Stock Exchange (**"TSX"**) on February 25, 2009 under the symbol "ORE". On December 21, 2015, the Company's common shares began trading on the TSXV after the Company voluntarily moved its listing from the TSX to a Tier 1 listing on the TSXV. The following table reflects the trading activity for the Company's common shares in 2016 on the TSXV (all per share amounts are in Canadian dollars):

Table 6
Monthly Trading Summary -- TSXV CAD$

Month	Price range ($)(1) High	Price range ($)(1) Low	Close	Trading Volume (2)
December 2015	0.30	0.24	0.28	8,283,599
January 2016	0.30	0.22	0.24	511,131
February 2016	0.43	0.23	0.41	8,435,254
March 2016	0.57	0.38	0.50	3,471,202
April 2016	0.83	0.47	0.81	4,384,349
May 2016	1.05	0.70	0.85	4,701,042
June 2016	1.19	0.85	1.14	7,302,760
July 2016	1.25	0.96	1.17	8,879,071
August 2016	1.28	0.52	0.56	20,489,999
September 2016	0.80	0.56	0.77	18,438,848
October 2016	0.82	0.66	0.77	4,424,547
November 2016	0.84	0.56	0.60	4,081,165
December 2016	0.60	0.42	0.53	4,339,011

(1) Includes intra-day lows and highs.
(2) Total volume traded in the month

5.3 Prior Sales

The following table sets forth all of the securities issued by the Company during the financial year ended December 31, 2016, other than common shares.

Date of Issue	Number and Type of Securities	Issue Price Per Securities	Aggregate Issue Price	Nature of Consideration
February 8, 2016	1,980,000 Stock Options	N/A	N/A	N/A
September 19, 2016	250,000 Stock Options	N/A	N/A	N/A

6.0 DIRECTORS AND OFFICERS

6.1 Name, Address, Occupation and Security Holding

The following table sets forth the name, province and country of residence, position held with Orezone, principal occupation during the five preceding years and number and percentage of common shares beneficially owned by each person who is a director and/or an executive officer of Orezone as at the date of this AIF. The statement as to the common shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors and executive officers hereinafter named is in each instance based upon information furnished by the person concerned and is as of the date of this AIF.

Name, Office Held Residence	Director/Officer Since	Beneficially Owned, Directly or Indirectly or Shares Over Which Control or Direction is Exercised[1]	Principal Occupation During Five Preceding Years
Ronald Little President, Chief Executive Officer and Director Ottawa, Ontario, Canada	December 1, 2008	3,245,639	President and Chief Executive Officer of the Company
Michael Halvorson^ Director Edmonton, Alberta, Canada	February 24, 2009	3,004,518	President of Halcorp Capital Ltd. (private investment corporation)
Patrick Downey*^ Executive Chairman North Vancouver, British Columbia, Canada	April 5, 2011	760,700	President of Patrick Downey and Associates. Previously CEO & Director of Elgin Mining Inc.
Keith Peck*^ Director Vancouver, British Columbia, Canada	May 27, 2011	1,031,800	Chairman and Chief Executive Officer of Lincoln Peck Financial Inc.
Ronald Batt* Director Ottawa, Ontario, Canada	May 23, 2013	400,000	Chartered Professional Accountant, Retired Senior Partner Ernst & Young
Joseph Conway Director Toronto, Ontario, Canada	October 13, 2014	633,333	Chief Executive Officer of Primero Mining Corporation
Pascal Marquis Senior Vice-President, Exploration Saint-Roch-Des-Aulnaies, Quebec, Canada	February 18, 2009	1,158,519	Senior Vice-President Exploration of the Company
Tim Miller Chief Operating Officer Coral Springs, FL, U.S.A	May 20, 2014	1,011,000	Chief Operating Officer of the Company, CEO of Sepor Inc. and previously CEO with Atacama Minerals.
Joseph McCoy Chief Financial Officer and Corporate Secretary Ottawa, Ontario, Canada	October 5, 2011	65,000	Chief Financial Officer and Corporate Secretary of the Company

* Member of the Audit Committee.
^ Member of the Corporate Governance, Compensation and Nomination Committee.
[1] As a group, Orezone's directors and executive officers beneficially own or control, directly or indirectly, an aggregate of 11,310,509 common shares, approximately 7.3% of the issued and outstanding common shares (calculated on an un-diluted basis).

Each director will, unless he resigns or his office becomes vacant for any reason, hold office until the close of the next annual meeting of shareholders or until his successor is elected or appointed.

Ron Little is a Geologist and Professional Engineer and the founder of the Company. He has more than 30 years of experience in mine operations, mine development, project finance and exploration. Mr. Little has spent the last 20 years focused on African projects and was the founder of Orezone Resources Inc., a company that developed Essakane, the largest gold mine in Burkina Faso that was taken over by IAMGOLD for $350M in 2009. Mr. Little has been a director of other public and private companies and held senior operating positions in both major and junior gold producing companies.

Michael Halvorson has been involved in various aspects of the securities industry since 1967. Since 1980, he has been the President of Halcorp Capital Ltd., a private investment corporation. Notable past directorships include Gentry Resources Ltd., Western Silver Inc., Fission Energy Corp., Strathmore Minerals Corporation, Viceroy Exploration Ltd., Esperanza Resources Corp., Novus Energy Inc. and Pediment Gold Corporation.

Patrick Downey has over 30 years of international experience in the resource industry. Mr. Downey held the position of President, Chief Executive Officer and Director for Elgin Mining Inc, prior to its acquisition by Mandalay Resources Inc., Aura Minerals Inc. and previously Viceroy Exploration Ltd. before its acquisition by Yamana Gold Inc. in 2006 for $600 million. Mr. Downey also served as President of Consolidated Trillion Resources Ltd. and Oliver Gold Corporation, where he negotiated their successful merger to form Canico Resource Corp., which was purchased by CVRD in 2006 for over $800 million. He has held numerous senior engineering positions at several large-scale gold mining operations and has also held operating positions at several mining projects for Anglo American Corporation in South Africa. Mr. Downey holds a Bachelor of Science (Honours) degree in Engineering from Queen's University in Belfast, Ireland.

Keith Peck is Chairman and Chief Executive Officer of Lincoln Peck Financial Inc., a financial advisory firm focused on the resource sector. He has 30 years of investment banking experience. Mr. Peck has a broad business background that includes financings in public and private markets, mergers and acquisitions, corporate restructurings, business valuations and expert financial testimony. Mr. Peck was a founder of Centenario Copper Corporation, a Chilean copper company which was acquired by Quadra Mining Ltd. in 2009. He has a BA in Economics from Princeton University and is a Chartered Business Valuator.

Ronald Batt is a Chartered Professional Accountant and a retired Senior Partner with Ernst & Young LLP. Mr. Batt has over 35 years of public accounting experience and for a number of years, managed Ernst & Young's Ottawa tax practice of over 50 professionals. He has advised many of the largest Ottawa based public companies. Mr. Batt has extensive experience in cross border tax issues, international structures, mergers and acquisitions and other corporate reorganizations. He has advised companies on establishing and implementing the appropriate controls over financial reporting to comply with the rules established by the Canadian and US securities commissions. He has also served on the Board of Directors of several associations and organizations.

Joseph Conway became Primero Mining's Executive Vice Chairman on January 31, 2016 after serving as Chief Executive Officer from June 2010. Mr. Conway has 30 years of mining and financial industry experience. He was most recently President and CEO of IAMGOLD Corporation, having grown it from a $50 million joint venture company to a $6 billion leading intermediate gold producer. Mr. Conway has a B.Sc. from Memorial University of Newfoundland (1981), and an MBA from Dalhousie University (1987). He was a mine and exploration geologist from

1981 to 1985. After completing his MBA in 1987, he joined Walwyn Stodgell Cochran and Murray as a stock analyst from 1987 to 1989. From 1989 to 1995, he was a Vice President and Director with Nesbitt Burns, a Canadian investment dealer. From September 1995 to January 2003, Mr. Conway was President, CEO and Director of Repadre Capital Corporation.

Pascal Marquis is Senior Vice-President, Exploration of the Company. He is a graduate in geology from the University of Montreal and earned a PhD for his study of the La Ronde gold mine in 1990. He has 35 years of experience in mineral exploration, with companies such as Agnico-Eagle and Trillion Resources before joining Orezone in 2002, including extensive experience in Africa. He was previously Vice President of Exploration and President of Orezone Resources Inc.

Tim Miller is Chief Operation Officer and his background includes over 35 years of construction and management experience with major heap leach and agitated leach operations in the United States, Latin America and Africa. He spent many years with Glamis Gold Ltd and Goldcorp as Vice President for their Central and South American Operations where he was intimately involved with the construction and development of their operations. Prior to that, he spent several years working in West Africa developing and operating heap leach operations in the Tarkwa region of Ghana. More recently Tim was CEO of Atacama Minerals until its takeover by Sirocco. He has a B.Sc. in Chemistry from University of New Mexico and an MBA from Webster University.

Joseph McCoy holds an MBA and a Bachelor of Commerce degree from Concordia University and a Project Management diploma from McGill University. Mr. McCoy brings over 35 years of financial and operational experience gained from small high-technology companies to large manufacturing firms with projects over $300 million. Prior to joining Orezone, Mr. McCoy was the Chief Financial Officer and Chief Operating Officer at AutoSkill International Inc. where he closed several rounds of financing and played a key role in the growth of the company, leading to its sale in 2009. His work experience also includes senior positions with Lockheed Martin and Canadair.

6.2 Corporate Cease Trade Orders or Bankruptcies

No director or executive officer of the Company, or a shareholder holding a sufficient number of shares to materially affect control of the Company is, as of the date hereof, or has been within the ten years prior to the date hereof, a director or executive officer of any company (including the Company), that:

- was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, except that Mr. Downey was a director of Sutcliffe Resources Inc. (now "Zoloto Resources Ltd.") from April 2007 to November 2008. On May 11, 2007, Zoloto Resources Ltd. was issued a cease trade order by the British Columbia Securities Commission ("BCSC") for failure to file financial statements and MD&A for the financial year ended December 31, 2006. That cease trade order was revoked on May 11, 2007. Thereafter, a management cease trade order in respect of insiders of Zoloto Resources Ltd. was issued by the BCSC on May 14, 2008 for failure to file financial statements and MD&A for the financial year ended December 31, 2007 and was revoked on July 8, 2008;

- was the subject of a cease trade, an order similar to a cease trade order, or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director, or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer; or

- while the director or executive officer was acting in that capacity, or within a year of a director or executive officer ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

6.3 Penalties or Sanctions

No director or executive officer of the Company, or a shareholder holding a sufficient number of shares to materially affect control of the Company, has:

- been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

- been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

6.4 Personal Bankruptcies

No director or executive officer of the Company, or a shareholder holding a sufficient number of shares to materially affect control of the Company, or a personal holding company of any such persons has, within ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

6.5 Conflicts of Interest

There are no existing or potential material conflicts of interest between the Company or a subsidiary of the Company, and a director or officer of the Company or of a subsidiary of the Company.

7.0 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings or regulatory actions to which the Company is a party, or to which any of its projects are subject, nor are there any such proceedings known or contemplated, that are of a material nature.

8.0 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this AIF, no director or executive officer of the Company, or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding common shares, or any associate or affiliate of the foregoing, during the past three years has had any material interest, direct or indirect, in any material transaction with the Company, other than in private placements of common shares in which such persons or companies participated on the same terms as all other investors.

9.0 TRANSFER AGENT AND REGISTRAR

The Company's Transfer Agent and Registrar is Computershare Trust Company of Canada, 1500 University Avenue, Montreal, Quebec, H3A 3S8.

10.0 MATERIAL CONTRACTS

There were no material contracts entered into by the Company or on its behalf, during the financial year ended December 31, 2016 or entered into prior to December 31, 2016 and which are still in force, other than contracts entered into in the ordinary course of business.

11.0 INTEREST OF EXPERTS

RPA of Toronto prepared the NI 43-101 compliant report entitled “Technical Report on the Updated Mineral Resource Estimate for the Bomboré Gold Project, Burkina Faso, West Africa” (the “2017 Report”) that was filed on SEDAR on February 27, 2017. Reno Pressacco, P.Geo., Jose Texidor-Carlsson, P.Geo., Tudorel Ciuculescu, P.Geo. and Glen Ehasoo, P. Eng. all employees of RPA, Tim Scott, RM, with Kappes, Cassiday & Associates, Jean-Sébastien Houle, P. Eng. with WSP Canada Inc., Tim Miller, COO, Pascal Marquis, SVP and Ron Little, CEO of Orezone, are Qualified Persons under NI 43-101, reviewed and approved the Report. None of Reno Pressacco, Jose Texidor-Carlsson, Tudorel Ciuculescu, Glen Ehasoo, Tim Scott and Jean-Sébastien Houle held any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or its associates or affiliates at the time of preparation of the 2017 Report nor will they receive, any securities or other property of the Company or of its associates or affiliates following and in connection with the preparation of the 2017 Report. Messrs. Little, Miller and Marquis are employees of the Company and combined own or control approximately 3.5% of the issued and outstanding shares of the Company (excluding options). Deloitte LLP, the Company’s auditors, are independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

12.0 AUDIT COMMITTEE INFORMATION

The Audit Committee’s Charter:

1. Mandate and Authority

The mandate of the audit committee of the Company (the “Committee”) is to assist the board of directors of the Company (the “Board”) in fulfilling its financial oversight responsibilities with respect to ensuring the quality and integrity of:

i. financial reports and other financial information provided by the Company to regulatory authorities and shareholders;

ii. the Company’s systems of internal controls regarding finance and accounting;

iii. the Company’s auditing, accounting and financial reporting processes;

iv. the Company’s compliance with legal and regulatory requirements; and

v. the Company’s compliance with corporate policies and procedures.

The Committee is empowered to:

vi. make such inquiry and investigation and require such information and explanation from management as it considers reasonably necessary;

vii. require management to promptly inform the Committee and the auditor of any material misstatement or error in the financial statements following discovery of such situation;

viii. engage outside advisors where appropriate; and

ix. investigate any activity of the Company and/or its subsidiaries.

In performing its duties, the Committee will serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements, ensure the independence of the Company’s external auditors and maintain an effective working relationship between the Company’s auditors, its management and the Board.

2. **Composition**

The Committee shall be comprised of at least three (3) Directors, as determined by the Board, all of whom shall be independent within the meaning of NI 52-110.

At least one (1) member of the Committee shall have accounting or related financial management expertise and all members of the Committee shall be financially literate or will undertake to become so. Financially literate shall mean the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board at its first meeting following each annual shareholders' meeting. Unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by a majority vote of all the Committee members.

Other than directors' fees for service as a member of the Board and any committees thereof, no directors including members of the Audit Committee shall receive any compensation from the Company or any of its affiliates including fees paid directly or indirectly for any consulting or any legal, financial or other advisory services.

3. Meetings and Procedures

The Committee shall meet at least four (4) times a year or more frequently if required.

3.1 At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman shall not be entitled to a second vote.

3.2 A quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.

3.3 The Committee may invite such other persons (e.g. the President and CEO) to its meetings as it deems appropriate.

3.4 External auditors shall be present in person or by teleconference at those meetings involving the review and approval of their audit plan for the year end financial statements, the review of the results of their audit and approval of those year end financial statements and such other meetings as considered appropriate by the committee.

3.5 The secretary of the Committee shall be the Corporate Secretary or such other person as nominated by the Chairman.

4. Roles and Responsibilities

The following are the general roles and responsibilities of the Committee:

4.1 Annual review and revision of this Charter as appropriate and with the approval of the Board of Directors.

4.2 Review the Company's financial statements, MD&A, Annual Information Form and any press releases regarding annual and interim earnings prior to public disclosure of such information, including any reports or other financial information which are submitted to any governmental body or to the public.

4.3 With respect to the external auditors the Committee will:

(a) recommend to the Board the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors;

(b) review with management and the external auditors their audit plan for the year end financial statements;

(c) review annually the performance and independence of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;

(d) annually review and discuss with the external auditors all significant relationships they may have with the Company that may impact their objectivity and independence;

(e) consult with the external auditors about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;

(f) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;

(g) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, as well as any non-audit services provided by the external auditors to the Company or its subsidiary entities; and

(h) take such action as necessary to assure the rotation of the lead audit partner at least every seven years or such other period as may be required.

The Committee may delegate to one or more independent members of the Committee the aforementioned authority to pre-approve audit and non-audit services, provided the pre-approval of the services is presented to the Committee at its first scheduled meeting following such approval.

4.4 Gain an understanding of:

(a) areas of greatest risk to the Company including business, political, financial and control risks;

(b) legal matters that could significantly impact the financial statements; and

(c) complex or unusual transactions and judgemental issues such as the valuation of assets or liabilities, or commitments and contingencies.

4.5 Assess financial and operational results relative to budgeted or projected results.

4.6 In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

4.7 Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

4.8 Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

4.9 Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

4.10 Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

4.11 Establish procedures for the confidential, anonymous submission by employees to the Company of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

Composition of the Audit Committee

The Board has determined that each member of the audit committee is financially literate and independent within the meaning of NI 52-110.

The members of the Company's audit committee are:

- Ronald Batt (Chairman)
- Patrick Downey
- Keith Peck

Relevant Education and Experience

Ronald Batt is a Chartered Professional Accountant and a retired Senior Partner with Ernst & Young LLP. Mr. Batt has over 35 years of public accounting experience and for a number of years, managed Ernst & Young's Ottawa tax practice of over 50 professionals. He has advised many of the largest Ottawa based public companies. Mr. Batt has extensive experience in cross border tax issues, international structures, mergers and acquisitions and other corporate reorganizations. He has advised companies on establishing and implementing the appropriate controls over financial reporting to comply with the rules established by the Canadian and US securities commissions. He has also served on the Board of Directors of several associations and organizations.

Patrick Downey brings over 25 years of international experience in the resource industry. Most recently, Mr. Downey was the President and Chief Executive Officer ("CEO") of Elgin Mining Inc., which was acquired by Mandalay Resources Inc. in June of 2014. Prior to joining Elgin Mining Inc., Mr. Downey held the position of President, CEO and Director of Aura Minerals Inc. Mr. Downey was President, CEO and Director of Viceroy Exploration Ltd. before its acquisition by Yamana Gold Inc. in 2006. He also served as President of Oliver Gold Corporation and completed the merger of that company to form Canico Resources which was subsequently purchased by Vale Corporation for over $800 million. He has held numerous senior engineering positions at several large scale gold mining operations and has also held operating positions at several mining projects for Anglo American Corporation in South Africa. Mr. Downey holds a Bachelor of Science (Hon.) degree in Engineering from Queen's University in Belfast, Ireland.

Keith Peck is Chairman and Chief Executive Officer of Lincoln Peck Financial Inc., a financial advisory firm focused on the resource sector. He has 30 years of investment banking experience. Mr. Peck has a broad business background that includes financings in public and private markets, mergers and acquisitions, corporate restructurings, business valuations and expert financial testimony. Mr. Peck was a founder of Centenario Copper Corporation, a Chilean copper company which was acquired by Quadra Mining Ltd. in 2009. He has a BA in Economics from Princeton University and is a Chartered Business Valuator.

External Auditor Service Fees

The aggregate fees (in US$) billed in respect of the last two fiscal years to the Company by its External Auditors for audit and other fees are as follows:

Year Ended	Audit Fees [1, 2]	Audit related fees	Tax Fees	All Other Fees [2, 3]	Total Fees
December 31, 2016	$64,330	--	--	$23,696	$88,026
December 31, 2015	$86,956	--	--	--	$86,956

1 Audit Fees include the aggregate professional fees paid to Deloitte for the audit of the annual consolidated financial statements and other regulatory audits and filings. The 2016 audit fees include $54,970 relating to the annual audit (2015 – $61,812) and $9,360 relating to interim quarterly reviews (2015 – $25,144).

2 Includes the standard administration fee on all services provided.

3 Relates to work done on the prospectus financing that was completed in July 2016.

13.0 ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in the Company's information circular for its most recent annual meeting of security holders that involved the election of directors.

Additional financial information is provided in the Company's financial statements and MD&A for the fiscal year ended December 31, 2016. A copy of such documents may be obtained, upon request, from the Chief Financial Officer of the Company. Upon request, the Company will provide you with:

- One copy of the Company's Annual Information Form, together with one copy of any document, or the pertinent pages of any document incorporated by reference in the Annual Information Form;

- One copy of the Company's comparative financial statements for its most recently completed financial year for which financial statements have been filed, together with the accompanying report of the auditor, and one copy of the most recent interim financial statements of the Company that have been filed, if any, for any period after the end of its most recently completed financial year; and

- When securities of the Company are in the course of a distribution pursuant to a short form prospectus or preliminary short form prospectus, one copy of any other document that is incorporated by reference into the short form prospectus or preliminary short form prospectus not otherwise referred to herein.

METRIC EQUIVALENTS

For ease of reference, the following factors for converting between metric and imperial measurements are provided:

To convert from metric	To imperial	Multiply by
hectares	acres	2.471
meters	feet	3.281
kilometers	miles	0.621
tonnes	tons (2,000 pounds)	1.102
grams/tonne	ounces (troy)/ton	0.029

To convert from imperial	To metric	Multiply by
acres	hectares	0.405
feet	meters	0.305
miles	kilometers	1.609
tons (2,000 pounds)	tonnes	0.907
ounces (troy)/ton	grams/tonne	34.28

ABBREVIATIONS

In this document, the following abbreviations are used:

%	Percent
AC	Air core (drilling)
ACL	Agitated Leaching Circuit
AFD	Agence Francaise de Développement
Ag	Silver
As	Arsenic
ASL	Above sea level
Au	Gold
Au/t	Gold per tonne
BUMIGEB	Bureau des mines et de la géologie du Burkina
CAD	Canadian
CFA	Communauté Financière Africaine franc (“West African franc”) is pegged to the Euro
CIL	Carbon In Leach
CIM	Canadian Institute of Mining & Metallurgy
cm	Centimeter
CNT	Conseil National de Transition
Co	Cobalt
Cr	Chromium
Cu	Copper
DD	Diamond Drilling
ESIA	Environmental and Social Impact Assessment
FS	Feasibility Study, Full Feasibility Study (FFS) or the Technical Report
EW	East-West
Fe	Iron
Ga	Gallium
g Au/t	Grams of gold per tonne
g/t, gpt	Grams per tonne
GDP	Gross Domestic Product
HL	Heap Leach
IFC	International Finance Company
km	Kilometer
km^2	Square Kilometer
kWh	Kilowatt hours
m	Meter
m^3	Cubic meter
M	Million
Ma	Million years
MMCE	Ministère des mines, des carrières et de l’énergie
Mn	Manganese
Mo	Molybdenum
MOM	Minister of Mines
Mt	Million tonnes
NE	Northeast
US	United States of America
Ni	Nickel
NNE	North-Northeast
NNW	North-Northwest
NS	North-South
NSR	Net Smelter Return Royalty
NW	Northwest
Pb	Lead
PEA	Preliminary Economic Assessment
PRG-G	Plan foncier rural de Ganzourgou
ppb	Parts per billion
ppm	Parts per million
pop.	Population
RAB	Rotary air blast (drilling)
RAP	Resettlement Action Plan
SE	Southeast
SSE	South-southeast
RC	Reverse circulation (drilling)

SEDAR	System for Electronic Document Analysis and Retrieval
SSW	South-Southwest
t	Metric tonne
US	United States
VLF	Very low frequency
W	Tungsten (for the element)
W	West
Zn	Zinc

DEFINITIONS

Air Photo Imagery	Photographs taken from an airplane that are used to interpret geological information on the ground.
Airborne Magnetics	An airborne survey that measures the earth's magnetic field. Used to interpret geological information on the ground.
Fault trend	The direction of a geological break (fault) on the ground.
IP	Induced polarization. A geophysical survey that measures the ground's ability to hold an electrical current. This generally reflects the amount of sulphide minerals in the ground.
Landsat Satellite Imagery	Satellite images of the ground using up to eight different light frequencies. Images are used to interpret geological conditions on the ground.
Orpaillage Site	Local artisanal site where people extract gold by traditional means.
Satellite Radar Imagery	Images taken of the ground from a circum-navigational satellite. Uses radar technology that gives a high resolution, cloud free image.

CIM STANDARDS

An "Inferred Mineral Resource", or "Inferred Reserve", is that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes.

An "Indicated Mineral Resource", or "Indicated Reserve", is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

A "Measured Mineral Resource", or "Measured Reserve", is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are so well established that it can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes that are spaced closely enough to confirm both geological and grade continuity.

A "Probable Mineral Reserve", or "Probable Reserve", is the economically mineable part of an Indicated and, in some circumstances, a Measured Mineral Resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

A “Proven Mineral Reserve”, or “Proven Reserve”, is the economically mineable part of a Measured Mineral Resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

CURRENCY

All dollar amounts referred to herein are in United States dollars, unless otherwise noted. Canadian dollars are identified as CAD $ and the Communauté Financière Africaine franc, the local currency of Burkina Faso, is identified as CFA which is based on a fixed ratio with the Euro.