



## **OREZONE GOLD CORPORATION**

### **Condensed Consolidated Interim Financial Statements**

**For the three and nine month periods ended September 30, 2023**  
*(Unaudited, expressed in thousands of United States dollars)*

**Orezone Gold Corporation**  
**Condensed Consolidated Interim Financial Statements**  
*(Unaudited, expressed in thousands of United States dollars)*

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**Notice to reader pursuant to National Instrument 51-102**

**Auditor's involvement:**

The external auditors of the Company have not audited or performed a review of these condensed consolidated interim financial statements.

**Orezone Gold Corporation**  
**Condensed Consolidated Interim Statements of Financial Position**  
*(Unaudited, expressed in thousands of United States dollars)*

As at	September 30, 2023	December 31, 2022
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$27,711	\$9,158
Inventories (Note 3)	11,412	12,729
Other current assets (Note 4)	22,394	9,334
<b>Total current assets</b>	<b>61,517</b>	31,221
<b>Non-current assets</b>		
Other financial assets	47	306
Long-term inventories (Note 3)	57,969	37,411
Mineral properties, plant and equipment (Note 5)	180,131	183,343
<b>Total assets</b>	<b>\$299,664</b>	\$252,281
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Trade and other payables (Note 6)	\$36,064	\$38,003
Income tax payable	12,023	-
Warrant liability (Note 7)	-	2,785
Current portion of loans and borrowings (Note 8)	19,337	32,990
<b>Total current liabilities</b>	<b>67,424</b>	73,778
<b>Non-current liabilities</b>		
Loans and borrowings (Note 8)	75,007	88,851
Lease liabilities	685	827
Silver stream liability (Note 9)	6,746	6,257
Environmental rehabilitation provision (Note 10)	9,175	12,241
<b>Total liabilities</b>	<b>159,037</b>	181,954
<b>Equity</b>		
Share capital	305,821	280,901
Reserves	31,177	30,658
Accumulated deficit	(193,306)	(232,440)
<b>Equity attributable to shareholders</b>	<b>143,692</b>	79,119
Non-controlling interest	(3,065)	(8,792)
<b>Total equity</b>	<b>140,627</b>	70,327
<b>Total liabilities and equity</b>	<b>\$299,664</b>	\$252,281

Commitments (Note 13(b))  
Subsequent Events (Note 14)

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

These condensed consolidated interim financial statements were approved by the Board of Directors of Orezone Gold Corporation on November 13, 2023:

/s/ Patrick Downey \_\_\_\_\_

**Patrick Downey**  
**Director**

/s/ Rob Doyle \_\_\_\_\_

**Rob Doyle**  
**Director**

## Orezone Gold Corporation

### Condensed Consolidated Interim Statements of Income and Loss and Comprehensive Income and Loss

For the three and nine month periods ended September 30, 2023 and 2022

(Unaudited, expressed in thousands of United States dollars, except for per share amounts)

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2023	2022	2023	2022
<b>Revenue</b>	<b>\$55,803</b>	-	<b>\$203,911</b>	-
<b>Cost of sales</b>		-		-
Operating expenses	30,107	-	86,817	-
Depreciation and depletion (Note 5)	8,311	-	23,707	-
Royalties	3,503	-	12,345	-
<b>Earnings from mine operations</b>	<b>13,882</b>	-	<b>81,042</b>	-
<b>Other expenses</b>				
Exploration and evaluation costs	1,152	2,075	4,159	4,867
General and administrative costs	1,837	2,158	5,451	4,511
Share-based compensation (Note 11(d))	336	230	1,838	1,582
Depreciation (Note 5)	27	27	81	86
<b>Operating income (loss)</b>	<b>10,530</b>	<b>(4,490)</b>	<b>69,513</b>	<b>(11,046)</b>
<b>Other (loss) income</b>				
Foreign exchange gain	2,118	4,883	722	8,039
Finance income	264	30	637	57
Finance expense	(3,697)	(28)	(12,225)	(63)
Fair value loss on other financial assets	(153)	(36)	(260)	(34)
Fair value (loss) gain on warrant liability (Note 7)	-	(481)	(623)	768
Fair value (loss) gain on stream liability (Note 9)	(150)	234	(667)	(67)
<b>Other (loss) income</b>	<b>(1,618)</b>	<b>4,603</b>	<b>(12,416)</b>	<b>8,700</b>
<b>Net income (loss) before tax</b>	<b>8,912</b>	<b>113</b>	<b>57,097</b>	<b>(2,346)</b>
<b>Income tax expense</b>	<b>(2,730)</b>	-	<b>(12,300)</b>	-
<b>Net income (loss) for the period</b>	<b>\$6,182</b>	<b>\$113</b>	<b>\$44,797</b>	<b>(\$2,346)</b>
Net income (loss) attributable to:				
Shareholders	5,194	(191)	39,134	(2,833)
Non-controlling interest	988	304	5,663	487
<b>Net income (loss) for the period</b>	<b>\$6,182</b>	<b>\$113</b>	<b>\$44,797</b>	<b>(\$2,346)</b>
<b>Other comprehensive income (loss)</b>	-	-	-	-
<b>Comprehensive income (loss) for the period</b>	<b>\$6,182</b>	<b>\$113</b>	<b>\$44,797</b>	<b>(\$2,346)</b>
Comprehensive income (loss) attributable to:				
Shareholders	5,021	(549)	39,070	(3,694)
Non-controlling interest	1,161	662	5,727	1,348
<b>Comprehensive income (loss) for the period</b>	<b>\$6,182</b>	<b>\$113</b>	<b>\$44,797</b>	<b>(\$2,346)</b>
Net earnings (loss) per common share attributable to the shareholders of the Company, basic	\$0.01	(\$0.00)	\$0.11	(\$0.01)
Net earnings (loss) per common share attributable to the shareholders of the Company, diluted	\$0.01	(\$0.00)	\$0.11	(\$0.01)
Weighted-average number of common shares outstanding (in 000's), basic	362,674	332,881	356,219	328,321
Weighted-average number of common shares outstanding (in 000's), diluted	372,808	332,881	367,715	328,321

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

## Orezone Gold Corporation

### Condensed Consolidated Interim Statements of Changes in Equity

For the nine month periods ended September 30, 2023 and 2022

(Unaudited, expressed in thousands of United States dollars, except for number of share amounts)

	Share capital		Reserves				Accumulated deficit	Equity attributable to shareholders	Non-controlling interest	Total Equity
	Shares #	Amount \$	Share-based payments \$	Foreign currency translation \$	Contributed surplus \$	Convertible note equity component \$				
<b>Balance, January 1, 2023</b>	336,328,240	280,901	20,535	489	5,466	4,168	(232,440)	79,119	(8,792)	70,327
Shares issued (Note 11(a))	13,000,000	12,057	-	-	-	-	-	12,057	-	12,057
Share issue costs (Note 11(a))	-	(452)	-	-	-	-	-	(452)	-	(452)
Shares issued for interest (Note 8(b))	1,795,439	1,668	-	-	-	-	-	1,668	-	1,668
Warrants exercised (Note 7)	8,171,288	8,278	-	-	-	-	-	8,278	-	8,278
Stock options exercised (Note 11(b))	3,847,290	3,113	(999)	-	-	-	-	2,114	-	2,114
RSUs redeemed (Note 11(c))	114,225	91	(91)	-	-	-	-	-	-	-
DSUs redeemed (Note 11(c))	193,463	165	(165)	-	-	-	-	-	-	-
Share-based compensation (Note 11(d))	-	-	1,838	-	-	-	-	1,838	-	1,838
Foreign currency translation	-	-	-	(64)	-	-	-	(64)	64	-
Net income for the period	-	-	-	-	-	-	39,134	39,134	5,663	44,797
<b>Balance, September 30, 2023</b>	<b>363,449,945</b>	<b>305,821</b>	<b>21,118</b>	<b>425</b>	<b>5,466</b>	<b>4,168</b>	<b>(193,306)</b>	<b>143,692</b>	<b>(3,065)</b>	<b>140,627</b>

	Share capital		Reserves				Accumulated deficit	Equity attributable to shareholders	Non-controlling interest	Total Equity
	Shares #	Amount \$	Share-based payments \$	Foreign currency translation \$	Contributed surplus \$	Convertible note equity component \$				
<b>Balance, January 1, 2022</b>	323,899,306	268,191	18,680	848	5,466	4,168	(233,369)	63,984	(10,108)	53,876
Shares issued for interest	1,451,271	1,559	-	-	-	-	-	1,559	-	1,559
Warrants exercised	7,197,300	7,846	-	-	-	-	-	7,846	-	7,846
Stock options exercised	615,332	457	(137)	-	-	-	-	320	-	320
RSUs redeemed	559,000	417	(417)	-	-	-	-	-	-	-
Share-based compensation	-	-	2,116	-	-	-	-	2,116	-	2,116
Foreign currency translation	-	-	-	(861)	-	-	-	(861)	861	-
Net (loss) income for the period	-	-	-	-	-	-	(2,833)	(2,833)	487	(2,346)
<b>Balance, September 30, 2022</b>	<b>333,722,209</b>	<b>278,470</b>	<b>20,242</b>	<b>(13)</b>	<b>5,466</b>	<b>4,168</b>	<b>(236,202)</b>	<b>72,131</b>	<b>(8,760)</b>	<b>63,371</b>

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

**Orezone Gold Corporation**  
**Condensed Consolidated Interim Statements of Cash Flows**  
**For the nine month periods ended September 30, 2023 and 2022**  
*(Unaudited, expressed in thousands of United States dollars)*

	Nine months ended September 30,	
	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss) for the period	\$44,797	(\$2,346)
Adjustments for the following items:		
Share-based compensation	1,838	1,582
Depreciation and depletion	23,788	86
Finance income	(637)	(57)
Finance expense	12,225	63
Unrealized foreign exchange gain	(722)	(8,039)
Fair value loss on other financial assets	260	34
Fair value loss (gain) on warrant liability	623	(768)
Fair value loss on silver stream liability	667	67
Changes in non-cash operating working capital (Note 12)	(16,780)	(7,275)
<b>Total cash inflows (outflows) from (used in) operating activities</b>	<b>66,059</b>	<b>(16,653)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of property, plant and equipment (Notes 5 and 12)	(31,156)	(91,749)
Interest received	587	64
<b>Total cash outflows from investing activities</b>	<b>(30,569)</b>	<b>(91,685)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from shares issued (Note 11(a))	12,057	-
Share issue costs (Note 11(a))	(452)	-
Proceeds from exercise of warrants (Note 7)	5,460	4,483
Proceeds from exercise of stock options (Note 11(b))	2,114	320
Senior debt principal repayments (Note 8(a))	(28,847)	-
Interest and fees paid	(7,301)	(2,148)
Lease principal payments	(142)	(106)
Senior debt proceeds	-	77,400
Debt issue costs	-	(748)
<b>Total cash (outflows) inflows (used in) from financing activities</b>	<b>(17,111)</b>	<b>79,201</b>
<b>Effect of foreign currency translation on cash</b>	<b>174</b>	<b>427</b>
<b>Increase (decrease) in cash</b>	<b>18,553</b>	<b>(28,710)</b>
<b>Cash, beginning of period</b>	<b>9,158</b>	<b>36,083</b>
<b>Cash, end of period</b>	<b>\$27,711</b>	<b>\$7,373</b>

Supplemental cash flow information is provided in Note 12.

# Orezone Gold Corporation

## Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

*(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)*

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### 1. CORPORATE INFORMATION

Orezone Gold Corporation (the “Company”) was incorporated on December 1, 2008 under the Canada Business Corporations Act and is listed on the Toronto Stock Exchange (TSX) under the symbol ORE and on the OTCQX under the symbol ORZCF. The Company is a West African gold producer engaged in mining, developing, and exploring its 90%-owned flagship Bomboré gold mine (“Bomboré”) in Burkina Faso. The Bomboré mine achieved commercial production on its Phase I oxide operations on December 1, 2022, and is now focussed on its Phase II hard rock expansion. The Company recently released the results of an updated feasibility study on the Phase II expansion which proposes that a 4.4 million tonnes per annum hard rock plant be constructed to complement the existing oxide plant. The Phase II plant would significantly improve annual and life-of-mine gold production through the processing of fresh rock ore within the Bomboré mineral deposit.

References to “\$” or “US\$” are to United States dollars, references to “C\$” are to Canadian dollars, references to “EUR” are to Euro and references to “CFA” are to West African Communauté Financière Africaine francs.

### 2. BASIS OF PRESENTATION

#### (a) Statement of compliance

These unaudited condensed consolidated interim financial statements (the “Interim Financial Statements”) have been prepared in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards, as issued by the International Accounting Standards Board (“IFRS”). These Interim Financial Statements do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Company’s annual consolidated financial statements for the year ended December 31, 2022 (the “2022 Annual Financial Statements”), which have been prepared in accordance with IFRS.

These Interim Financial Statements were authorized for issue by the Board of Directors on November 13, 2023.

#### (b) Basis of measurement

The preparation of financial statements in conformity of IFRS also requires management to make estimates and judgments that may have a significant impact to these Interim Financial Statements. Estimates are continuously evaluated and are based on management’s experience and expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes may differ from these estimates. The Company’s critical accounting estimates and judgments were presented in Note 4 of the 2022 Annual Financial Statements and have been consistently applied in the preparation of these Interim Financial Statements for the three and nine month periods ended September 30, 2023 and 2022.

#### (c) Changes in accounting standards

##### *Issued but not yet effective - Amendments to IAS 1 – Presentation of Financial Statements*

In January 2020 and October 2022, the IASB issued an amendment to IAS 1, Presentation of Financial Statements, to clarify the requirements under the standard for classifying a liability as non-current in nature. The amendments include:

- Specifying that an entity’s right to defer settlement must exist at the end of the reporting period;
- Clarifying that classification is unaffected by management’s intentions or expectations about whether the entity will exercise its right to defer settlement;
- Specifying that covenants whose compliance is assessed after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, disclosure of information about these covenants in the notes to the financial statements is required; and
- Clarifying if the settlement of a liability refers to the transfer of cash, equity instruments, other assets or services.

## Orezone Gold Corporation

### Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

*(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)*

The Company will perform an assessment of the amendments on its financial statements prior to the effective date of January 1, 2024. Based on the currently available information, the Company does not anticipate any material impact from these amendments on its financial statements.

#### 3. INVENTORIES

<b>As at</b>	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Stockpiled ore	\$58,324	\$43,406
Gold-in-circuit	3,018	2,553
Finished goods	1,430	310
Materials and supplies	6,609	3,871
<b>Total inventories</b>	<b>\$69,381</b>	<b>\$50,140</b>
Less long-term stockpiled ore	(57,969)	(37,411)
<b>Current inventories</b>	<b>\$11,412</b>	<b>\$12,729</b>

At September 30, 2023, stockpiled ore with a carrying value of \$57,969 (December 31, 2022 - \$37,411) was classified as long-term.

The cost of inventories recognized as expense in the three and nine months ended September 30, 2023 was \$30,107 and \$86,817, respectively (September 30, 2022 - \$nil and \$nil), and was included in operating expenses.

At September 30, 2023, non-cash costs of \$1,494 (December 31, 2022 - \$257) relating to depreciation and depletion were included in inventory.

#### 4. OTHER CURRENT ASSETS

<b>As at</b>	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Prepaid expenses	\$5,249	\$3,239
Deposits	735	739
Taxes receivable	13,768	2,282
Other receivables	2,642	3,074
<b>Total other current assets</b>	<b>\$22,394</b>	<b>\$9,334</b>

Taxes receivable are primarily related to Value Added Tax ("VAT") paid to vendors for goods and services purchased in Burkina Faso. These balances are expected to be collected in the next twelve months.



## Orezone Gold Corporation

### Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)

#### 5. MINERAL PROPERTIES, PLANT AND EQUIPMENT

Cost and accumulated depreciation	Land and Mineral Properties	Plant and Infrastructure	Buildings and Leasehold Improvements	Vehicles and equipment	Construction in progress	Mine under development	Total
<b>Cost</b>							
January 1, 2022	\$921	-	\$6,373	\$6,163	\$303	\$91,836	\$105,596
Additions	49	64	5	1,688	1,599	129,036	132,441
Disposals	-	-	-	(6)	-	(18)	(24)
Transfer to Stockpile Inventory	-	-	-	-	-	(42,412)	(42,412)
Transfers	17,503	149,775	1,565	4,082	5,517	(178,442)	-
<b>December 31, 2022</b>	<b>\$18,473</b>	<b>\$149,839</b>	<b>\$7,943</b>	<b>\$11,927</b>	<b>\$7,419</b>	<b>-</b>	<b>\$195,601</b>
Additions	-	752	32	1,157	23,332	-	25,273
Disposals	-	-	(267)	-	-	-	(267)
Transfers	-	3,258	1,251	527	(5,036)	-	-
Change in estimate of environmental rehabilitation provision	(3,461)	-	-	-	-	-	(3,461)
<b>September 30, 2023</b>	<b>\$15,012</b>	<b>\$153,849</b>	<b>\$8,959</b>	<b>\$13,611</b>	<b>\$25,715</b>	<b>-</b>	<b>\$217,146</b>

Accumulated depreciation	Land and Mineral Properties	Plant and Infrastructure	Buildings and Leasehold Improvements	Vehicles and equipment	Construction in progress	Mine under development	Total
January 1, 2022	-	-	\$4,446	\$3,869	-	-	\$8,315
Depreciation	268	2,386	387	908	-	-	3,949
Disposals	-	-	-	(6)	-	-	(6)
<b>December 31, 2022</b>	<b>\$268</b>	<b>\$2,386</b>	<b>\$4,833</b>	<b>\$4,771</b>	<b>-</b>	<b>-</b>	<b>\$12,258</b>
Depreciation	2,595	20,902	378	1,149	-	-	25,024
Disposals	-	-	(267)	-	-	-	(267)
<b>September 30, 2023</b>	<b>\$2,863</b>	<b>\$23,288</b>	<b>\$4,944</b>	<b>\$5,920</b>	<b>-</b>	<b>-</b>	<b>\$37,015</b>

#### Carrying amounts

December 31, 2022	\$18,205	\$147,453	\$3,110	\$7,156	\$7,419	-	\$183,343
<b>September 30, 2023</b>	<b>\$12,149</b>	<b>\$130,561</b>	<b>\$4,015</b>	<b>\$7,691</b>	<b>\$25,715</b>	<b>-</b>	<b>\$180,131</b>

#### Bomboré, Burkina Faso

The Company's only material mineral property right is the Bomboré mine.

During the three and nine month periods ended September 30, 2023, \$130 and \$1,274 (September 30, 2022 - \$nil and \$nil) of depreciation and depletion, respectively, were included in stockpile inventory.

#### 6. TRADE AND OTHER PAYABLES

As at	September 30, 2023	December 31, 2022
Trade payables	\$16,642	\$17,481
Accrued liabilities	18,017	19,646
Lease liability, short-term portion	203	203
Payroll and indirect taxes payable	1,202	673
<b>Total trade and other payables</b>	<b>\$36,064</b>	<b>\$38,003</b>

## Orezone Gold Corporation

### Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)

#### 7. WARRANT LIABILITY

	Warrants	Warrant Liability	Warrant FVTPL
	#	\$	\$
<b>January 1, 2023</b>	<b>8,576,698</b>	<b>\$2,785</b>	-
Exercised	(8,171,288)	(2,652)	(756)
Expired	(405,410)	(133)	133
<b>September 30, 2023</b>	-	-	<b>(\$623)</b>

8,171,288 warrants were exercised in January 2023 for proceeds of \$4,870, and these warrants, at the time of exercise, had a fair value of \$3,408 which was transferred to share capital. 405,410 warrants expired on January 29, 2023 unexercised.

#### 8. LOANS AND BORROWINGS

As at	September 30, 2023	December 31, 2022
<b>Senior Debt Facility</b>		
Senior debt principal (Note 8(a))	\$65,753	\$94,600
Transaction costs	(5,752)	(5,752)
<b>Senior Debt Facility, net of transaction costs</b>	<b>60,001</b>	88,848
Accumulated accretion	3,937	2,889
Foreign exchange	(959)	(560)
<b>Senior Debt Facility, amortized cost</b>	<b>\$62,979</b>	\$91,177
<b>Convertible Note Facility</b>		
Convertible note principal (Note 8(b))	\$35,000	\$35,000
Transaction costs	(1,166)	(1,166)
Convertible note equity component	(4,168)	(4,168)
<b>Convertible Note Facility, net of transaction costs</b>	<b>29,666</b>	29,666
Accumulated accretion	1,699	998
<b>Convertible Note Facility, amortized cost</b>	<b>\$31,365</b>	\$30,664
<b>Total loans and borrowings</b>	<b>\$94,344</b>	\$121,840
Less: current portion, Senior Debt Facility	(19,337)	(32,990)
<b>Total non-current portion, loans and borrowings</b>	<b>\$75,007</b>	\$88,851

##### (a) Senior Debt Facility

The Senior Debt Facility is a project-level debt with Coris Bank International SA ("Coris") and was originally divided into a medium-term loan and a short-term loan. The medium-term loan of CFA 40.0 billion bears interest at 9.0% per annum and is repayable in monthly principal instalments starting in October 2023 and matures in September 2026. The short-term loan of CFA 17.5 billion bore interest at 8.0% per annum, and had a term of 12 months maturing on June 28, 2023. The Senior Debt Facility is secured by a pledge of assets of the Bomboré mine and a parental guarantee.

The Company made principal repayments totalling CFA 17.5 billion (\$28.8 million) on the short-term loan during the nine month period ended September 30, 2023 with the loan fully extinguished on maturity.

## Orezone Gold Corporation

### Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

*(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)*

#### (b) Convertible Note Facility

The Convertible Note Facility bears interest at 8.5% per annum, has a term of 5 years, and matures on October 15, 2026. Interest is payable quarterly and up to 75% in common shares at the Company's option and is convertible at the option of the holder at any time at the conversion price of \$1.08 per share ("Conversion Price"). The note is non-callable with principal due on maturity. The Company may elect to convert up to 50% of the outstanding principal at the Conversion Price when commercial production has been achieved and if over 20 consecutive trading days within three months from the proposed date of conversion, the volume-weighted average price of the Company's common shares exceeds a 50% premium to the Conversion Price.

During the three and nine month periods ended September 30, 2023, the Company issued 588,067 and 1,795,439 shares (September 30, 2022 – 522,507 and 1,451,271), respectively, as payment for \$556 and \$1,668 of interest (September 30, 2022 – \$556 and \$1,559), respectively, on the Convertible Note Facility.

#### 9. SILVER STREAM

<b>As at</b>	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Opening balance	<b>\$6,257</b>	\$7,689
Revenue recognized on silver ounces delivered	<b>(178)</b>	(20)
Fair value loss (gain) on re-measurement	<b>667</b>	(1,412)
<b>Closing balance</b>	<b>\$6,746</b>	\$6,257

In 2021, the Company sold 50% of future silver production from Bomboré over the life of mine for no additional proceeds in exchange for an upfront payment ("Silver Stream"). Under the Silver Stream, Bomboré will make annual delivery of 37,500 ounces of silver to the stream holder commencing from the date of commercial production. If annual silver deliveries are below this minimum, the Company will make an initial catch-up payment only on the later of: (a) the fifth anniversary from the date of the initial silver delivery under the Silver Stream, and (b) repayment of the Senior Debt Facility, to ensure that the aggregate minimum annual payment has been satisfied for each of the preceding years. Thereafter, the Company will make shortfall payments, if required, on an annual basis until the cumulative delivery or payment of 375,000 ounces of silver has been reached after which the minimum annual delivery guarantee will no longer apply.

The Silver Stream is treated as a financial liability measured at fair value through profit or loss. During the three and nine month periods ended September 30, 2023, the Company recognized \$150 and \$667, respectively, (September 30, 2022 – (\$234) and \$67) of fair value loss (gain) on re-measurement of the silver stream in the Interim Statements of Income and Loss.

#### 10. ENVIRONMENTAL REHABILITATION PROVISION

<b>As at</b>	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Opening balance	<b>\$12,241</b>	\$4,672
Obligations incurred	<b>1,331</b>	11,771
Change in estimate	<b>(4,792)</b>	(4,590)
Accretion	<b>395</b>	388
<b>Closing balance</b>	<b>\$9,175</b>	\$12,241

The undiscounted cash flows related to the environmental rehabilitation obligation as of September 30, 2023 totalled \$19.5 million (December 31, 2022 - \$22.1 million). During the three and nine month periods ended September 30, 2023, the Company recognized \$165 and \$395, respectively (September 30, 2022 - \$nil and \$nil), of accretion in the Interim Statements of Income and Loss.

# Orezone Gold Corporation

## Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)

### 11. SHARE CAPITAL

#### (a) Capital stock

Authorized capital stock consists of an unlimited number of common shares, without par value.

On March 8, 2023, the Company completed a non-brokered private placement of 13,000,000 common shares of the Company at a share price of C\$1.27 for gross proceeds of C\$16,510 (\$12,057). The net proceeds received from the share issuance was C\$15,891 (\$11,605) after commissions, legal and other fees.

#### (b) Stock options

The following table summarizes changes in stock options for the nine month period ended September 30, 2023 and the year ended December 31, 2022.

	Stock options	
	Outstanding	Weighted average exercise price
	#	C\$
January 1, 2022	22,022,603	0.71
Granted	1,038,022	1.32
Exercised	(740,332)	0.69
Expired / Forfeited	(243,737)	1.37
<b>December 31, 2022</b>	<b>22,076,556</b>	<b>0.73</b>
Granted	2,042,309	1.26
Exercised	(3,847,290)	0.73
Expired / Forfeited	(156,715)	1.20
<b>September 30, 2023</b>	<b>20,114,860</b>	<b>0.78</b>

The following table summarizes information about the Company's stock options outstanding at September 30, 2023:

Range of exercise prices	Options outstanding			Options exercisable		
	Outstanding as at September 30, 2023	Weighted average remaining contractual life	Weighted average exercise price	Outstanding as at September 30, 2023	Weighted average exercise price	
	C\$ #	Years	C\$	#	C\$	
0.30 – 0.60	9,007,000	1.18	0.51	9,007,000	0.51	
0.61 – 0.90	5,510,000	3.85	0.79	5,510,000	0.79	
0.91 – 1.20	2,576,283	2.67	1.11	2,170,306	1.10	
1.21 – 1.60	3,021,577	3.96	1.29	1,366,840	1.31	
<b>Totals</b>	<b>20,114,860</b>	<b>2.52</b>	<b>0.78</b>	<b>18,054,146</b>	<b>0.73</b>	

The Black-Scholes option valuation model input factors for stock options granted during the nine months ended were as follows:

	September 30, 2023	September 30, 2022
Expected life (years)	3.0	3.0
Expected volatility (%)	65.04	67.12
Expected dividend yield (%)	-	-
Risk-free interest rate (%)	4.04	1.39
Weighted average exercise price (C\$)	1.26	1.32
Weighted average fair value (C\$)	0.58	0.60

## Orezone Gold Corporation

### Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)

#### (c) Restricted Share Units (“RSUs”) and Deferred Share Units (“DSUs”)

	RSUs		DSUs	
	Outstanding	Vested	Outstanding	Vested
	#	#	#	#
January 1, 2022	2,851,164	437,000	398,000	398,000
Granted	65,000	-	627,418	-
Vested	-	1,340,396	-	627,418
Redeemed	(574,000)	(574,000)	-	-
Forfeited	(186,372)	-	-	-
<b>December 31, 2022</b>	<b>2,155,792</b>	<b>1,203,396</b>	<b>1,025,418</b>	<b>1,025,418</b>
Granted	839,073	-	513,337	-
Vested	-	562,500	-	513,337
Redeemed	(114,225)	(114,225)	(193,463)	(193,463)
Forfeited	(79,430)	-	-	-
<b>September 30, 2023</b>	<b>2,801,210</b>	<b>1,651,671</b>	<b>1,345,292</b>	<b>1,345,292</b>

#### RSUs

Each RSU is redeemable into one common share of the Company.

On January 19, 2023, the Company granted 839,073 RSUs with a grant date fair value of C\$1.26 each to employees of the Company. The RSUs will vest in two equal installments on the first and second anniversaries of the grant date.

During the nine months ended September 30, 2023, 114,225 RSUs were redeemed for an equal number of common shares of the Company, and 79,430 unvested RSUs were forfeited.

#### DSUs

Each DSU is redeemable into one common share of the Company.

On January 19, 2023, the Company granted 446,670 DSUs to directors of the Company. The DSUs are fully vested on the grant date at the fair value of C\$1.26 each.

On June 15, 2023, the Company granted 66,667 DSUs to a director of the Company. The DSUs are fully vested on the grant date at a fair value of C\$1.20 each.

During the nine months ended September 30, 2023, 193,463 DSUs were redeemed for an equal number of common shares of the Company.

#### (d) Share-based compensation

The following table summarizes share-based expense by unit type for the three and nine month periods ended September 30:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Stock options	\$141	\$156	\$736	\$706
Restricted share units	195	227	623	817
Deferred share units	-	-	479	593
<b>Total share-based compensation</b>	<b>336</b>	<b>383</b>	<b>1,838</b>	<b>2116</b>
Less amount capitalized to mine under development	-	(153)	-	(534)
<b>Share-based compensation, net of capitalized portion</b>	<b>\$336</b>	<b>\$230</b>	<b>\$1,838</b>	<b>\$1,582</b>

## Orezone Gold Corporation

### Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

*(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)*

#### 12. SUPPLEMENTAL CASH FLOW INFORMATION

##### (a) Changes in non-cash operating activities

Supplemental details of the changes in non-cash working capital for the nine month periods ended September 30:

	2023	2022
Inventories	(\$17,645)	(\$7,418)
Other current assets	(11,850)	423
Trade and other payables	692	(280)
Income tax payable	12,023	-
	(\$16,780)	(\$7,275)

##### (b) Changes in non-cash investing activities

Supplemental details of the changes in non-cash investing activities for the nine month periods ended September 30:

	2023	2022
Acquisition of mineral properties, plant and equipment	(\$5,883)	\$20,440
	(\$5,883)	\$20,440

##### (c) Changes in non-cash financing activities

Supplemental details of the changes in non-cash financing activities for the nine month periods ended September 30:

	2023	2022
Fair value of warrant exercises (Note 7)	(\$3,408)	(\$3,363)
Accretion on loans and borrowings (Note 8)	1,754	1,161
Other finance costs	-	2,038
Shares issued for interest (Note 8)	1,668	1,559
Non-cash and accrued interest (Note 8)	812	2,018
Fair value loss on silver stream liability (Note 9)	667	67
	\$1,493	\$3,480

#### 13. FINANCIAL INSTRUMENTS AND RISKS

The Company's existing operations involve the exploration, development, and mine operation of its Bomboré mine in Burkina Faso which exposes the Company to a variety of financial instrument related risks. These risks include foreign currency risk, liquidity risk, credit risk and other risks. The Company's board of directors provides oversight for the Company's risk management processes.

##### (a) Foreign currency risk

The Company is exposed to currency risk due to business transactions in foreign countries. The Company mainly transacts in Canadian dollars, United States dollars, Euros, and CFA. Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Exchange rate fluctuations may affect the costs that the Company incurs in its operations. There has been no change in the Company's objectives and policies for managing this risk during the nine month period ended September 30, 2023.

The US\$ equivalent of the Company's financial instruments by originating denomination currency was as follows:

# Orezone Gold Corporation

## Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2023 and 2022

(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)

As at September 30, 2023	US\$	C\$	EUR & CFA <sup>1</sup>	Other	Total
<b>Financial assets</b>					
Cash	\$16	\$10,979	\$16,696	\$20	\$27,711
Other current assets	4,014	90	2,123	688	6,915
Other financial assets	-	47	-	-	47
	\$4,030	\$11,116	\$18,819	\$708	\$34,673
<b>Financial liabilities</b>					
Trade and other payables	\$13,587	\$2,279	\$17,303	\$581	\$33,750
Loans and borrowings	31,365	-	62,979	-	94,344
Lease liabilities	386	299	-	-	685
Silver stream liability	6,746	-	-	-	6,746
<b>Net financial instruments</b>	<b>(\$48,054)</b>	<b>\$8,538</b>	<b>(\$61,463)</b>	<b>\$127</b>	<b>(\$100,852)</b>

As at December 31, 2022	US\$	C\$	EUR & CFA <sup>1</sup>	Other	Total
<b>Financial assets</b>					
Cash	\$87	\$164	\$8,898	\$9	\$9,158
Other current assets	2,811	662	940	18	4,431
Other financial assets	-	306	-	-	306
	\$2,898	\$1,132	\$9,838	\$27	\$13,895
<b>Financial liabilities</b>					
Trade and other payables	\$15,907	\$2,692	\$18,198	\$535	\$37,332
Warrant liability	-	2,785	-	-	2,785
Loans and borrowings	30,664	-	91,176	-	121,840
Lease liabilities	504	323	-	-	827
Silver stream liability	6,257	-	-	-	6,257
<b>Net financial instruments</b>	<b>(\$50,434)</b>	<b>(\$4,668)</b>	<b>(\$99,536)</b>	<b>(\$508)</b>	<b>(\$155,146)</b>

A 10% weakening against the US\$ of the currencies to which the Company had exposure would have had the following loss effects (a 10% strengthening against the US\$ would have had the opposite effect):

As at	September 30, 2023	Dec. 31, 2022
C\$	<b>(\$854)</b>	\$467
EUR & CFA	<b>\$6,146</b>	\$9,954
Others	<b>(\$13)</b>	\$51

### (b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting its financial obligations as they fall due. The Company manages its liquidity by preparing cash flow forecasts on a regular basis to assess whether the Company will likely have sufficient cash resources to meet its future operational and working capital requirements.

The following table summarizes the contractual maturities of the Company's operating, capital and financing commitments at September 30, 2023, shown in contractual undiscounted cashflows:

<sup>1</sup> The financial instruments held in EUR and CFA have been presented together as the CFA is pegged to the EUR.

## Orezone Gold Corporation

### Notes to the Condensed Consolidated Interim Financial Statements

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(Unaudited, expressed in thousands of United States dollars except per share amounts, unless otherwise noted)

	Within 1 year	Between 1 and 5 years	Thereafter	Total
Trade and other payables	\$36,064	-	-	\$36,064
Capital commitments	8,966	-	-	8,966
Operating commitments	12,491	695	-	13,186
Lease commitments	89	819	-	908
Senior Debt Facility	26,026	51,191	-	77,217
Convertible Note Facility	2,983	41,072	-	44,055
<b>Total</b>	<b>\$86,619</b>	<b>\$93,777</b>	<b>-</b>	<b>\$180,396</b>

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

The Company has a Silver Stream to deliver 50% of future silver production from the Bomboré mine to the stream holder for no further payments.

#### (c) Credit risk

The Company's cash and trade and other receivables are exposed to credit risk, which is the risk that the counterparties to the Company's financial instruments will fail to discharge their obligations to the Company. The amount of credit risk to which the Company is exposed is considered insignificant as the Company's cash is held with highly rated financial institutions in interest-bearing accounts and the concentration of cash held in any one institution is regularly monitored.

#### (d) Fair value measurements

The following table sets forth the Company's financial instruments measured at fair value by level within the fair value hierarchy:

	September 30, 2023			December 31, 2022		
	Level 1	Level 3		Level 1	Level 3	
Cash	\$27,711	-	\$27,711	\$9,158	-	\$9,158
Other financial assets	47	-	47	306	-	306
Warrant liability	-	-	-	(2,785)	-	(2,785)
Silver stream liability	-	(\$6,746)	(\$6,746)	-	(\$6,257)	(\$6,257)

The Company did not transfer any assets or liabilities between levels on the fair value hierarchy and has not offset any of its financial assets against its financial liabilities.

## 14. SUBSEQUENT EVENTS

On October 5, 2023, the Company issued 585,838 and 234,335 shares to Resource Capital Fund VII L.P. and Beedie Investments Ltd, respectively, as payment for interest on the Convertible Note Facility.

On October 10, 2023, a total of 129,653 DSU's were redeemed for an equal number of common shares of the Company.

On October 17, 2023, 300,000 stock options were issued. The stock options are exercisable at C\$0.89 each.