OREZONE GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTH AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2019

This Management's Discussion and Analysis ("MD&A") was prepared by management, and was reviewed and approved by the Board of Directors ("Board") on November 21, 2019, the date of this MD&A. The following discussion of performance, financial condition and future prospects should be read in conjunction with the condensed consolidated interim financial statements for the three and nine month periods ended September 30, 2019 ("Interim Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts in this MD&A are in United States dollars, unless otherwise specified. References to "$" or "US$" are to United States dollars, references to "C$" are to Canadian dollars and references to "CFA" are to Communauté Financière Africaine francs. The functional currency for each entity consolidated with the Company is determined by the currency of the primary economic environment in which it operates (the "functional currency"). The Company's functional currency is the Canadian dollar. Throughout this document, abbreviations "M" means millions, "K" means thousands, "km" means kilometres, and "m" means metres.

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

Corporate Information

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

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

Q3-2019 Highlights

1. Progress on Bomboré Resettlement Action Plan ("RAP") and Community Programs

- Access to key areas for construction within the project's mining lease requires the relocation of several villages to nearby resettlement sites under the RAP. Under Phase I RAP, the Company is expected to build over 1,100 private homes along with community buildings on seven resettlement sites. The Company commenced construction with several local contractors in March 2019 and during the current quarter, the Company continued to advance RAP construction towards a revised completion date of Q1-2020.
- The Company is addressing the slower-than-anticipated pace of RAP construction through the hiring of additional contractors and by self-executing on some of the construction works and private homes to ensure the timing of Phase I RAP completion does not impact the overall project schedule.
- The Company continues to invest in local livelihood restoration activities and on community assistance programs to improve the lives of those families on or near the project. In particular, the Company has contributed resources and funding towards health and social initiatives, educational programs, vocational training, and employment and business opportunities. As a result, community support for the Bomboré Project remains strong.
- During the current quarter, the Company continued progress on:
  - Local Hiring and Training: Contractors including those on the RAP continue to honor their commitment to the Company to hire and train local workers. The Company is also organizing a second group of select men and women for training in vehicle and heavy equipment operations.
  - Business Promotion: The Company continues to provide training and resources to community members to support local businesses. These businesses include chicken breeding, soap making, agricultural gardens and tree nurseries to enable households to supplement their income generating capacity.
  - Education: A new school was opened during the current quarter with construction funded by the Company.
  - Land Reclamation Programs: The Company initiated several land reclamation programs to reclaim land lost to de-forestation. These programs successfully used locally developed techniques and will provide additional arable and crop growing areas for the communities.

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

2. Financing Activities

- The Company continues to make significant progress on its project financing efforts to fund the construction of Bomboré. During the current quarter, the Company's financial advisor (Cutfield Freeman or "CF") mandated an independent technical engineer ("ITE") and an independent environmental and social consultant ("IESC") to conduct lender due diligence on the Bomboré project. These appointed firms have now completed their initial assignments by delivering their due diligence reports to CF.
- In September 2019, the Company issued a detailed information memorandum (including respective copies of the ITE and IESC reports) for project financing to interested lenders. Subsequent to quarter-end, the Company received several non-binding proposals from commercial banks and specialized mining debt funds. The Company is evaluating these proposals in collaboration with CF and is working towards securing a binding commitment for the debt component of the project budget by the end of 2019 or shortly thereafter.

3. Project Delivery Model for the Process Plant Construction

- The Company is reviewing the relative merits of a fixed price turnkey EPC delivery option for the construction of the process plant against the more conventional EPCM alternative. The Company has received comprehensive proposals for both EPCM and fixed price EPC contracts for the process plant construction from well-recognized global engineering firms. The Company is currently evaluating all options and expects to make a selection in the near future. Once a selection is completed, detailed engineering and early procurement activities will commence.

4. Project Leadership Recruitment

- The Company concluded its search of an experienced site-based Project Director with the announced hiring of Mark Humphery in October 2019. Mr. Humphery is a mechanical engineer with 25 years of experience in the mining industry and successfully led the construction and commissioning on two recent greenfield projects in Guinea and Colombia, and had previously worked in Burkina Faso in senior engineering, project implementation and construction roles. Mr. Humphery will lead the Company's construction and commissioning efforts at Bomboré.
- Under Mr. Humphery's leadership, the Company has and will continue to supplement the Owner's on-site project development team through additional senior hires in mining, engineering, construction and field supervision, and procurement over the coming months.
- On November 20, 2019, the Company announced the appointment of Ian Chang as the Company's VP Projects. Mr. Chang will work in close collaboration with Mr. Humphery to ensure that engineering and design meet the project's stringent specifications for operability, costs and schedule, and that contractors adhere to their contractual commitments during the field construction phase. Mr. Chang will ensure progress and performance throughout the construction lifecycle is actively managed to provide for a successful project outcome.
- Mr. Chang is a registered professional engineer with over 30 years of experience, and has overseen projects from initial design through to commissioning both in corporate management roles and in senior positions with leading engineering companies. Mr. Chang was recently the VP Project Development on the Brucejack gold mine during its early construction.

5. Bomboré Permitting Activities for the Phase II Sulphide Expansion

- The Company is in the final stages of the draft environmental and social impact assessment ("ESIA") submission for the Phase II Sulphide Expansion including the Restricted Zones. A key component of the ESIA is a properly validated census and compensation package for the relocation of the families that will be affected by mining at the P17S deposit (i.e. future Phase III RAP) and this work has taken slightly longer than expected during the harvest season. The Company and its consultants are working on finalizing the terms of this RAP with community leaders representing the affected families, and expects to have the RAP and ESIA available for review by the Burkina Faso National Office of Environmental Assessments ("BUNEE") by the end of 2019.

- Final ESIA approval involves a public consultation and further technical reviews by BUNEE and other associated government bodies. Once the ESIA is approved by BUNEE, the ESIA can be appended to the permit application to expand the mining lease to include the Phase II Sulphide Expansion, P17S deposit, and the Restricted Zones for future mining. The Company anticipates receiving ESIA approval in early 2020 and an expanded mining permit by the end of H1-2020, respectively.

2019 Objectives and Outlook

The Company's 2019 objectives and outlook are to ensure that the Company remains on schedule to pour first gold from its Bomboré Project by Q2-2021. The Company's 2019 objectives and outlook as previously disclosed in its 2018 annual MD&A are as follows and remain on target for those objectives that are not yet completed with minor modifications as set out below:

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

The following 2019 objectives are updated as follows:

- ➢ Construction of the Phase I RAP is now expected to be completed by the end of Q1-2020; however, the Company does not expect any impact to the project schedule.
- ➢ Issuance of the full Bomboré mineral resource update by P&E has now been delayed from Q3-2019 to Q1-2020 due to on-going modelling of identified high-grade zones within the existing resource.
- ➢ The ESIA submission for the expansion of the mining permit to include the Phase II Sulphide Expansion is expected to occur in December 2019 which is later than originally planned due to the additional time required for RAP validation and negotiations to access the P17S deposit for future mining.
- ➢ The Company has announced a minor drill program (~2,000 metres) at Maga Hill to further test the newly modelled high-grade zones that were identified from the successful drilling completed in 2017 and 2018. This program is in addition to the small definition drill program undertaken in Q2-2019 as noted above.

<u>2019 Forecasted Expenditures</u>

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

The Company is now forecasting 2019 project expenditures to be in the range of $16.0M to $18.0M, mainly as a result of slower construction progress of Phase I RAP private homes and public buildings, and from a later restart of detailed engineering and procurement activities as the Company examines the benefits of pursuing a fixed price EPC arrangement for the process plant construction. The Company maintains its guidance of $5.0 million for corporate G&A, the 2019 FS, and project financing efforts.

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

As of September 30, 2019, the Company had a cash balance of $16.6M and no debt, and is funded to carry out its remaining 2019 planned activities.

Bomboré Gold Project

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

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

The Bomboré Project benefits from a large oxide resource (average depth of 45 m) that sits above a large sulphide resource. The average depth of over 520,000 m of drilling to date is about 45 m for the RC holes (oxide zone) and 110 m for the core holes (sulphide zone), with deeper core drilling where the sulphide resource reaches depths of up to 240 m within the CIL optimized pit shells that constrain the resource.

The Bomboré project is permitted for construction and oxide operations, and the Company has commenced early project works including the build-out of new resettlement villages starting in H1-2019 in preparation for full project construction in 2020.

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

2019 Feasibility Study Update (inclusive of a Phase II Sulphide Expansion)

On June 26, 2019, the Company announced the results of an updated NI 43-101 FS on the Bomboré Project. The NI 43-101 report dated August 12, 2019 was filed with securities regulators on August 13, 2019.

The 2019 FS incorporates a staged Phase II Sulphide Expansion that was not considered in the 2018 FS as the 2018 FS only focussed on the shallow, free-digging oxides. The sulphide expansion envisions the installation of a dedicated front-end sulphide circuit to process select zones of higher-grade sulphide and lower-transition ("LT") mineral resources. The inclusion of mineralization from higher-grade sulphide zones and the P17S deposit, and oxide resources from the previously excluded Restricted Zones has significantly enhanced the life-of-mine ("LOM") gold production and economics of the Bomboré Project from those in the 2018 FS.

The 2019 FS was prepared for the Company under the direction of Lycopodium Minerals Canada Ltd. ("Lycopodium"), a leading engineering firm with extensive successful project development experience in West Africa. The contributors to the 2019 FS were the same as those for the 2018 FS except for the addition of Antea Group on environmental, social and permitting matters. The principal contributors to the 2019 FS were as follows:

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

2019 FS ECONOMICS AND HIGHLIGHTS

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

- Undiscounted LOM pre-tax cash flows of $694M and after-tax cash flows of $507M
- Pre-tax $NPV_{5\%}$[1] of $513M and IRR[1] of 62% with a 1.5 year payback[2]
- After-tax $NPV_{5\%}$[1] of $361M and IRR[1] of 44% with a 2.5 year payback[2]
- Mine life of 13+ years with LOM gold production of 1.6M ounces and an average annual gold production of 134K ounces in the first 10 years
- Initial project construction cost estimated at $153M[3]
- First gold pour targeted for June 2021
- LOM expansion capital costs of $63M
- LOM cash costs of $681/oz with cash costs of $629/oz in the first 10 years
- LOM AISC[4] of $730/oz with AISC of $672/oz in the first 10 years

Notes
1. Discounting for purposes of calculating NPV and IRR begins from start of commercial production as cash flows in the pre-production period are not discounted.
2. Payback period is from the start of commercial production.
3. Capital estimate is from Q3-2019 onwards. All project expenditures prior to Q3-2019 are considered sunk.
4. All-In Sustaining Costs ("AISC") excludes Corporate G&A.

MINERAL RESOURCES (INCLUSIVE OF MINERAL RESERVES)

Bomboré Mineral Resource Estimate as of January 5, 2017, RPA

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

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

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

The 2019 FS mine plan is based on the above 2017 mineral resource estimate for Bomboré. The Company is currently working on updating the Bomboré mineral resource estimate by incorporating and re-modelling new and encouraging results from infill and step out drilling on both oxide and sulphide targets completed in 2017 to 2019. The Company now expects to release an updated mineral resource estimate in Q1-2020.

MINERAL RESERVES

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

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

Bomboré Mineral Reserve Estimate – AMC, June 26, 2019

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

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

MINE PLAN AND PRODUCTION SUMMARY

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

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

Summary Production Schedule – 2019 FS

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

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

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

MINING

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

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

Oxides

Mining will be performed by a conventional diesel-hydraulic excavator fleet in tandem with 30t to 50t road type rear-dump trucks. Ore and waste are readily excavated without the need for drill-and-blast ("free-dig"). This type of load-and-haul fleet is common in Burkina Faso and West Africa for similar free-dig material and will provide the needed versatility for a mine plan having a large number of shallow pits of varying tonnages.

Mining of oxides in the Restricted Zone pits will take place during a single dry season occurring between November to March as each mined pit will be backfilled and compacted with waste in the same dry season. The Restricted Zone pits contain 1.7Mt of mineral reserves.

Approximately 64.5Mt (~53%) of the oxide mine waste will be used in the phased construction of the TSF with the remainder hauled either to the oxide waste rock dumps or to the environmental barriers.

Sulphides

Mining of the sulphides in the first three years of Phase II will preferentially include higher-grade ore from P17S to be blended with higher-grade ore from other sulphide zones to maximize the value of the project. The mining schedule was developed to satisfy the physical and practical constraints including a sustainable production profile, achievable vertical advance rates, efficient use of low-grade stockpiling, and minimization of concurrent mining of oxides and sulphides within the same pits.

Mining of sulphide and LT ore will also be by contractors with trucks suited to the more abrasive and denser rock types. The LT ore requires a lower density drill hole blast pattern and a reduced powder factor than that needed for the fresh rock sulphides which will positively impact mining costs.

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

MINERAL PROCESSING

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

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

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

Oxide Circuit

The oxide flowsheet and plant have been designed to treat the soft, fine-grained oxide ore without the need for crushing and only minimal grinding to achieve LOM plant recovery in excess of 88%. Ore is direct dumped across a static grizzly into a large hopper and onto a variable speed apron feeder. From the apron feeder, the ore is transferred to a conveyor that feeds directly to a ball mill. The plant is designed with two ore transfer points and one conveyor, thereby minimizing issues associated with wet sticky ore in the rainy season. The ball mill is equipped with a variable speed drive sized to accommodate a wide range of ore types and hardness.

The single-stage ball mill, in closed circuit with hydrocyclones, will be utilized to attain the optimal grind size of 80% passing 125 microns with the cyclone overflow discharge reporting to a single-stage leach tank in series with a seven-stage CIL tank circuit for optimal gold recovery. Residence time within the CIL tanks will be 24 hours due to the fast leach kinetics of the oxide ore. Gold will be recovered in a standard carbon desorption (Zadra) plant, finishing with electrowinning and smelting to produce gold doré bars.

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

Sulphide Circuit

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

PROJECT INFRASTRUCTURE

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

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

(b) **Power Supply:** A heavy-fuel oil ("HFO") power station will be constructed at the process plant by an independent power provider ("IPP") under a build-own-operate agreement. Overhead transmission lines of 11kV will be constructed from the power station to the TSF, camp, and the mining contractor's area. The power station will utilize a dedicated bulk HFO storage facility located adjacent to the powerhouse. Additional HFO generator engines will be installed later by the IPP as part of the staged sulphide expansion.

(c) **Offices and Accommodation:** A main camp, kitchen, and office complex including warehousing, sample preparation facility and small vehicle repair shop are fully functional at the project site. The camp was recently upgraded to include two new single-bed accommodation blocks for senior staff, new office areas for technical staff, and an expanded kitchen and dining facility. A contractor will continue to be responsible for all camp operations including catering, cleaning and maintenance activities. All communications systems, including internet, are in place.

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

CAPITAL COSTS (INITIAL PHASE I, EXPANSION PHASE II, AND SUSTAINING CAPITAL)

The Phase I oxide operation will be constructed over a 23-month period followed by four months of commissioning and ramp-up to commercial production. Construction of the Phase II Sulphide Expansion will start in 2023 with introduction of sulphide feed commencing in Q1-2024.

Significant work has been completed to de-risk the project. FEED for the Phase I oxide facility is essentially complete which has more accurately defined material quantities, and detailed firm quotes have also been obtained for all major equipment. The camp and early stage civil works are complete and Phase I RAP construction is in progress.

The initial construction costs for the Phase I oxide plant are estimated at $153.0M before the pre-production build-up of ore stockpiles in working capital, and operating costs and revenues from gold produced during the four-month commissioning period. Inclusive of these amounts, total upfront project costs are estimated at $138.7M. Capital cost estimates are from Q3-2019 onwards and excludes project expenditures incurred before July 1, 2019 which are considered sunk.

Initial Capital Costs for the Oxide Project

Oxide Project Capital By Area	US$ M
Process Plant	51.4
Infrastructure	21.3
Mining	0.8
Construction Indirects	9.9
EPCM	11.2
Resettlement Action Plan	20.8
Owner's Costs	26.1
Subtotal	**141.7**
Contingency	11.3
Total Initial Construction Costs	**153.0**
Working Capital (Ore Stockpiles)	24.9
Pre-production Operating Costs	8.4
Total Upfront Costs Before Sales	**186.3**
Pre-production Gold Sales	(47.6)
Total Upfront Costs	**138.7**

Expansion Capital for the Sulphide Circuit

Sulphide Project Capital By Area	US$ M
Process Plant	36.2
Infrastructure	1.1
Mining	0.0
Construction Indirects	5.4
EPCM	6.4
Resettlement Action Plan	3.7
Owner's Costs[1]	5.2
Subtotal	**58.0**
Contingency[1]	5.2
Total Construction Costs	**63.2**

[1] Excludes $1.4M in opening stock of consumables reclassified to working capital.

Sustaining Capital Costs

Sustaining Capital by Area	US$ M
Tailings and Water Management	59.7
Mining	5.1
General and Administration	1.5
Total Sustaining Capital Costs	**66.2**
Reclamation and Closure	17.9
Salvage Value	(5.6)
Total Sustaining Capital and Closure Costs	**78.5**

Sustaining capital costs relate predominantly to the successive TSF dam embankment raises over LOM including the costs for liners, decant tower raises, piping, valves, pumps and motors. Sustaining capital also includes haul road extensions, mine dewatering pumps and piping, surface water management pumps and piping, and regular replacement of surface support fleet on a scheduled basis.

Closure costs include all necessary remediation work required to return the site to meet all conditions of the ESIA thereby reducing the risks for health and safety, controlling erosion, and developing a profile compatible with the future uses of the site.

OPERATING COSTS

LOM Operating Costs by Area	Total Costs ($M)	$/tonne processed	$/ounce
Mining	386.3	5.51	242
Processing	456.9	6.52	286
Site G&A	139.4	1.99	87
Refining and transport	2.4	0.03	1
Government royalties	103.9	1.48	65
Total Cash Cost	**1,089.0**	**15.53**	**681**
Sustaining capital	66.2	0.94	41
Rehabilitation and closure	17.9	0.26	11
Salvage Value	(5.6)	(0.08)	(3)
All-in Sustaining Cost[1]	**1,167.5**	**16.66**	**730**

[1] AISC excludes corporate G&A expenses.

The project operating costs are built-up from three main components:

- **Mining**

  Mine operating costs are based on a detailed mining schedule developed by AMC that accounts for haul distances and pit depths using unit rates provided by contractor quotes.

- **Processing**

  Processing costs are LOM averages and were developed by Lycopodium based on quantities and costs data from a variety of sources including metallurgical test work, consumable price quotes from reputable suppliers, Lycopodium database and experience with recent projects in the region, Orezone input, and first principle calculations. Processing costs will fluctuate by year depending on the annual blends of oxide, transition and sulphide ores into the mill as the different ore types have varying reagent consumption, work indices, abrasion indices and power requirements.

- **General and Administration ("G&A")**

  G&A costs are based on Orezone's recent experience of operating in Burkina Faso and on the expected build-up of departmental headcounts using first principles. G&A costs cover general management, permitting, insurance, accounting, communications and information technology, community and government relations, environmental and social management, health and safety, human resources, legal, supply chain, security, travel, and camp operating costs. G&A costs were benchmarked against other existing or proposed mining operations in Burkina Faso that takes into consideration Bomboré's more desirable location and proximity to Ouagadougou.

PROJECT SENSITIVITIES

The project economics are most sensitive to changes in gold price. At a gold price of $1,500/ounce, the project's after-tax $NPV_{5\%}$ increases by 44% to $520M.

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

Gold Price ($/oz)	$1,100	$1,200	Base Case $1,300	$1,400	$,1500
$NPV_{5\%}$ ($M) After-Tax	186.6	273.8	361.0	434.7	520.0
IRR After-Tax	25.8%	34.7%	43.8%	51.8%	61.4%

DEVELOPMENT TIMETABLE

The estimated time to construct the Bomboré oxide process plant (pre-production) is 23 months, including time to excavate the OCR and complete the Phase I RAP, followed by a four-month commissioning and ramp up of the process plant. The critical path items are the Phase I RAP and OCR excavation. Timely completion of the Phase I RAP will allow commencement of the OCR excavation which will meet the water needs for commissioning, start-up and subsequent operations as the OCR is filled during the rainy season each year from May through October.

Construction of the sulphide expansion will commence in the second full year of oxide operations with construction estimated to take 12 months. The critical path for this expansion will be delivery and installation of the large SAG mill and motors.

COMPARISON OF 2019 FS TO 2018 FS

Description	2018 FS	2019 FS
Base Case Gold Price (US$/ounce)	1,275	**1,300**
Mine Life (years)	12.3	**13.3**
Total Waste Tonnes Mined (Mt)	93.8	**164.4**
Total Ore Tonnes Mined (Mt)	56.0	**70.1**[3]
Strip Ratio	1.68	**2.34**
Production		
Processing Annual Throughput (Mt)	4.5	**5.2**
Total Gold Ounces Recovered (ounces)	1,024,239	**1,599,569**
Average Annual Gold Production (ounces)	83,271	**117,760**
Operating Costs		
Unit Operating Costs ($/tonne processed)	12.38	**15.53**
Cash Costs ($/ounce)	677	**681**
AISC ($/ounce)	746	**730**
Capital Costs		
Initial Construction Costs ($M)	143.8	**153.0**
Expansion Capital Costs (Phase II Sulphide) ($M)	-	**63.2**
Sustaining Capital Costs ($M)	58.9	**66.2**
Closure Costs ($M)	14.5	**17.9**
Financials[1, 2]		
Pre-tax NPV$_{(5\%)}$ ($M)	315.2	**513.5**
Pre-tax IRR	59.3%	**61.9%**
Post-tax NPV$_{(5\%)}$ ($M)	223.5	**361.0**
Post-tax IRR	42.4%	**43.8%**

Notes:

1. Represents total project cash flows net of government royalties and taxes. The Government of Burkina Faso benefits from a 10% free-carried interest, sales royalties (4% NSR between $1,000 and $1,300 Au), Local Development Mining Fund tax (1% NSR), corporate income tax (27.5% tax rate), fuel taxes, VAT and withholding taxes on services.
2. Exchange rate assumptions: XOF:USD = 550; USD:EURO = 1.19; XOF:EURO = 655.957; Fuel price delivered to site: Diesel = $1.05/litre; Heavy-Fuel Oil = $0.62/litre.
3. Total ore tonnes mined exclude 1.7M tonnes of mineralized low-grade material not in the current mill feed schedule.

The most important change in the 2019 FS in comparison to the 2018 FS is the inclusion of a staged Phase II Sulphide Expansion which allows for the mining and processing of select higher grade LT and sulphide ores that were not previously considered in the 2018 FS oxide mine plan. This expansion has greatly increased mineral reserves, gold production and overall project economics.

Other notable changes include:

- Increase in annual plant throughput from 4.5Mtpa to 5.2Mtpa with the addition of one more CIL tank to the oxide circuit.
- Upsizing of the carbon elution circuit for gold recovery from a 5t vessel to a 10t vessel based on additional test work completed in 2019. The larger circuit will allow carbon stripping to be conducted on a more systematic basis and provide capacity for further expansion.
- Optimization of TSF design as the previous design used in the 2018 FS was based on a TSF footprint that was restricted by the location of low-grade ore stockpiles. During the FEED, the TSF design was optimized by utilizing the expanded TSF footprint made available by the elimination of this stockpile location. The new TSF design requires lower tailings embankment construction quantities through the LOM, reducing both pre-production capital and ongoing sustaining capital.

The change in initial construction costs for the Phase I oxide project from $143.8M to $153.0M is attributable mainly to the change in annual throughput incorporating expanded CIL and elution circuits, and higher estimated Owner's costs to reflect more resources and activities for security, environmental and permitting, and project management. The Company believes the additional spending in Owner's costs will help de-risk project execution and provide for better project financing opportunities.

PROJECT ENHANCEMENT OPPORTUNITIES

Many of the enhancement opportunities identified in the 2018 FS have been included in the 2019 FS. As part of the 2019 FS work, several additional opportunities have been identified:

- **Geological Interpretation**: Refine the geological model to incorporate the knowledge gained from drilling at P17S and evaluate the potential for higher-grade oxides and sulphides at depth along plunge:
  - Drilling undertaken during 2017 and 2018 was very successful in continuing to intercept significantly higher-grade oxide mineralization;
  - To date, these results have not been incorporated into the mineral resources or reserves;
  - Modelling of these zones is ongoing, and it is expected that this will be complete by Q1-2020; and
  - Limited deeper drilling has intercepted these higher-grade mineralized trends in sulphides along the same plunge zones which may provide underground targets for future exploitation.

- **Metallurgical Recoveries**: The most recent sulphide test work program resulted in better than historic test work recoveries. The 2019 FS has not included these improved recoveries and further test work is now planned, including the addition of oxygen sparging to the sulphide pre-leach to better quantify these higher recoveries.

- **Dilution and Grade Control**: Ongoing grade control and test mining work at site for the oxide material to determine if the mining dilution factors in the 2019 FS can be reduced which may improve mill feed grade.

- **Regional Exploration**: Regional exploration drilling in 2017 and 2018 continued to intercept oxide mineralization in several identified zones within the exploration leases surrounding the current mining lease. Further exploration is warranted in these areas to determine if there is potential to add additional near surface oxide material and thereby extend mine operating life.

Bomboré Exploration Potential

The Bomboré oxide resources have the potential for further expansion and upgrading through RC drilling the current inferred resources and higher-grade mineralized zones within the mining permit, and advancing the KT and P13 targets located to the northeast and to the southwest of the mining permit, respectively. Furthermore, drill testing for mineralization in the untested gaps between the many smaller pits along the mineralized trend could result in the joining of several pits, in particular along the less well defined hangingwall structures. This drilling, if successful, could add additional resources and may also improve the overall strip ratio. Additional shallow sulphide mineralization targets have been identified between the P17 and P17S deposits, as well as down-plunge from several shallow high-grade zones, in particular in the Maga Hill area.

Permit status

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

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

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

2015 Burkina Faso Mining Code ("Mining Code")

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

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

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

Review of Financial Results

The Company is in the exploration and evaluation phase and does not yet have revenue-generating activities in any financial period. Accordingly, the Company's financial performance is largely a function of the level of exploration and evaluation activities undertaken on Bomboré and the administrative expenses required to operate and carry out these activities. Discussion of the major items that impacted net losses for the three and nine month periods ended September 30, 2019 and 2018 is provided below.

Restatement of Comparative 2018 Financial Results

The Company is restating its 2018 comparatives to correct for an error in the accounting treatment of the non-controlling interest in OBSA. OBSA is the holder of the Bomboré mining permit in Burkina Faso which was granted by government decree on December 30, 2016 and published in the official government gazette on March 2, 2017. In connection with the mining permit issuance, the Burkina Faso government was provided with a 10% free carried interest in OBSA effective on the permit grant date. Under Burkina Faso mining law, the government's 10% carried interest cannot be diluted down and the government is not required to contribute any funding to place the Bomboré mine into production.

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

In addition, before the granting of the mining permit to OBSA at the end of 2016, all previous Bomboré exploration and evaluation ("E&E") costs and other project expenditures (e.g. site camp) were recognized in Orezone Inc. SARL ("SARL"), an indirect wholly-owned Burkina Faso subsidiary of the Company. However, effective upon the permit grant, SARL transferred all applicable property and previous expenditures relating to the area of interest covered by the Bomboré mining permit to OBSA by way of a CFA denominated intercompany loan. The use of an intercompany loan will allow the Company to recover 100% of these former costs from OBSA from future earnings.

The Company corrected this error the in its 2018 Annual Financial Statements on a retrospective basis with prior period comparative figures being restated. The comparatives for the comparatives in the Interim Financial Statements also been restated.

Financial Results for the Nine Months Ended September 30, 2019

	Nine months ended September 30, 2019	**Nine months ended September 30, 2018 (as restated)**
Expenses		
Exploration and evaluation costs	**$11,484,198**	$6,310,062
General and administration costs	**2,928,356**	1,915,069
Share-based compensation	**1,024,428**	1,385,911
Depreciation and amortization	**443,268**	248,508
Total expenses	**15,880,250**	9,859,550
Other income (loss)	**642,099**	(20,764)
Net loss for the period	**15,238,151**	9,880,314
Net loss attributable to shareholders of Orezone	**14,233,203**	9,509,720
Basic and diluted net loss per share attributable to shareholders of Orezone	**(0.07)**	(0.05)

Certain comparative amounts for the nine month period ended September 30, 2018 have been reclassified to conform to the current year's presentation.

Exploration and Evaluation Costs

Exploration and evaluation costs increased by $5.2M for the nine months ended September 30, 2019 ("YTD-2019") as compared to the nine months ended September 30, 2018 ("YTD-2018") due mainly to:

- increase of $1.7M in personnel, office and camp costs at the project level as site activities have increased in 2019 to support the RAP, permitting activities, and project early works and development.

- an increase in RAP related costs of $3.6M due mainly to the construction of private homes, latrines, public buildings and community access roads for the new resettlement sites under Phase I RAP.

- an increase in consultant and study costs of $0.8M from the continuation of the FEED in 2019 and from test work undertaken and consultant costs incurred for the 2019 FS update which exceeded the study costs for the 2018 FS.

offset partially by:

- a decrease in drilling and assaying costs of $0.9M as the Company is carrying out limited exploratory work in 2019 consisting of a small definition grade control program in Q2-2019 and the commencement in September 2019 of minor infill and close-range step-out drilling focused on shallowly-plunging higher-grade mineralization previously identified at Maga Hill. By comparison, in YTD-2018 24,013 m were drilled on step-out and definition holes on multiple targets within the Company's four exploration permits.

General and Administrative Costs

General and administrative costs increased by $1.0M in YTD-2019 as compared to YTD-2018 primarily as a result of:

- an increase in personnel costs of $0.8M due to $0.2M in severance paid to two former management employees, from additional corporate staffing in engineering, finance, legal and corporate development totaling $0.4M and from recruitment and ancillary costs of $0.2M.

- an increase in professional fees of $0.3M for financial advisory fees and due diligence consulting costs on the Company's project financing initiative in YTD-2019 offset by search firm fees for the recruitment of senior project personnel in YTD-2018.

offset partially by:

- a decrease of $0.1M in general, office, and investor relation costs as management undertook more marketing travel in 2018 to raise investor awareness.

Share-based Compensation

Share-based compensation expense decreased by $0.4M due to the lower fair value of stock options granted in the current period versus the comparable period in 2018. Stock options granted by the Company typically vest over two years in three tranches with 1/3 vesting on grant, 1/3 vesting on the first anniversary and 1/3 vesting on the second anniversary.

Depreciation and amortization

Depreciation and amortization expense increased by $0.2M due to capital additions made as part of the Bomboré Project's early works and construction readiness, and from the adoption of the new lease accounting standard (IFRS 16) effective for 2019 which requires the capitalization and depreciation of leased assets previously classified as operating leases.

Other Income

Other income increased by $0.7M largely as a result of:

- a fair value gain of $0.3M on its investment in Sarama Resources Ltd. ("Sarama") from a higher Sarama share price on September 30, 2019 versus a fair value loss of $0.4M in YTD-2018 from a lower Sarama share price during that period.

Financial Results for the Three Months Ended September 30, 2019

	Three months ended September 30, 2019	**Three months ended September 30, 2018 (as restated)**
Expenses		
Exploration and evaluation costs	**$4,417,416**	$1,368,549
General and administration costs	**1,095,431**	779,729
Share-based compensation	**157,565**	557,193
Depreciation and amortization	**179,216**	82,706
Total expenses	**5,849,628**	2,788,177
Other income (loss)	**141,518**	(138,380)
Net loss for the period	**5,708,110**	2,926,557
Net loss attributable to shareholders of Orezone	**5,274,331**	2,808,359
Basic and diluted net loss per share attributable to shareholders of Orezone	**(0.02)**	(0.01)

Certain comparative amounts for the three month period ended September 30, 2018 have been reclassified to conform to the current year's presentation.

Exploration and Evaluation Costs

Exploration and evaluation costs increased by $3.0M in Q3-2019 as compared to Q3-2018 due mainly to:

- an increase of $0.8M in personnel, office and camp costs reflecting increased site activities to support RAP, permitting and project early works and development.

- an increase in RAP related costs of $2.2M as the Company continues to construct private homes, community buildings and access roads for the new resettlement sites under Phase I RAP started in 2019.

General and Administrative Costs

General and administrative costs increased by $0.3M in Q3-2019 as compared to Q3-2018 primarily as a result of:

- an increase in professional fees of $0.2M due mainly to financial advisory and due diligence consultancy fees incurred on the Company's project financing initiative in the current quarter reduced by non-recurring recruitment fees for senior project personnel in the comparative quarter.

- an increase in personnel costs of $0.1M due to additional corporate staffing in engineering, finance, legal and corporate development.

Share-based Compensation

Share-based compensation expense decreased by $0.4M mainly due to the timing and fair values of stock option grants. In 2018, the Company's main option grant occurred in Q3-2018, whereas in 2019, the equivalent grant was made in Q1-2019. With 1/3 of options vesting immediately, this timing difference combined with a lower fair value of options granted resulted in an expense decrease in the current quarter.

Depreciation and amortization

Depreciation and amortization expense increased by $97K due to capital additions for the project's early works and construction readiness, and from the adoption of the new lease accounting standard (IFRS 16) in 2019 which requires the capitalization and depreciation of leased assets previously classified as operating leases.

Other Income

Other income increased by $0.3M largely as a result of a fair value gain of $36K on its Sarama investment from a higher share price at September 30, 2019 versus a fair value loss of $334K in Q3-2018 on this same investment.

Summary of Quarterly Results

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

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

	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018 restated	Q2 2018 restated	Q1 2018 restated	Q4 2017 restated
Net loss for the period	(5.71)	(5.29)	(4.24)	(5.89)	(2.93)	(3.83)	(3.12)	(2.80)
Net loss attributable to Orezone shareholders	(5.27)	(4.94)	(4.02)	(5.46)	(2.81)	(3.67)	(3.03)	(2.71)
Net loss per common share attributable to Orezone shareholders, basic and diluted	(0.02)	(0.02)	(0.02)	(0.03)	(0.01)	(0.02)	(0.02)	(0.02)

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

Liquidity and Capital Resources

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

The Company had cash of $16.6M at September 30, 2019, a decrease of $14.9M as compared to cash of $31.5M at December 31, 2018 as the Company continues to advance the development of Bomboré and fund general corporate expenditures.

The Company is now forecasting to expend between $21.0M to $23.0M on its planned 2019 activities (see section "2019 Objectives and Outlook"). The Company has sufficient cash resources to fund its planned activities for 2019. This assessment is based on the Company's annual budget, available cash and the fact that certain of the Company's expenditures are discretionary in nature and can be deferred without a detrimental impact to the Company or its mineral property interests.

Management is currently working on securing an optimum financing package for construction of the Bomboré Project as additional financing will be needed to construct and commission the mine. Although the Company has been successful in raising funds to date, there can be no assurances that adequate financing will be available in the future or available under terms that are acceptable to the Company.

Share Capital

As at November 21, 2019, the Company had 213,376,906 common shares and 15,576,838 stock options issued and outstanding.

Contractual Obligations

As at September 30, 2019, the Company had contractual obligations primarily relating to the RAP at Bomboré and to head office rent, in the amount of $8,166,000 (as at December 31, 2018 – $3,246,000).

Commitments for the RAP predominantly consist of contracts signed with local contractors for the remaining construction of over 1,100 new homes and associated public infrastructure on seven new resettlement sites under Phase I of the RAP.

Off Balance Sheet Arrangements

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

Transactions with Related Parties

The Company had no transactions with related parties.

Proposed Transactions

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

Risks and Uncertainties

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

- resource exploration and development projects are inherently speculative in nature
- the Bomboré Project is in Burkina Faso and is subject to security risks that include mine site security and the safety of the Company's personnel and contractors
- Recent security concerns in Burkina Faso may contribute to logistical challenges and may limit the number of contractors, suppliers, and employees willing to service the local mining industry in the near term
- the RAP is a complex and costly activity and may not go according to plan
- successfully establishing mining operations and profitably producing gold cannot be assured
- the Company's operations are dependent on receiving and maintaining required permits and licenses
- the Company's economic prospects and the viability of the Bomboré Project is subject to changes in, and volatility of, the price of gold
- the Bomboré Project is subject to financing risks and there can be no assurances that the Company will obtain the necessary financing to construct Bomboré
- government regulations and permitting may have an adverse effect on Orezone's activities
- adverse changes may be made by the government of Burkina Faso to the Mining Code, tax rates, and related regulations
- there is the potential for the Company to become subject to additional tax liabilities
- Mineral Resource and Mineral Reserve estimates are only estimates and may not reflect the actual deposits or the economic viability of gold extraction
- uncertainties and risks relating to feasibility studies
- Orezone has a history of losses and expects to incur losses until such time as the Bomboré Project achieves commercial production
- Orezone relies on its management team and the loss of one or more of these persons may adversely affect Orezone
- the Company's operations rely on the availability of local labour, local and outside contractors and equipment when required to carry out its exploration and development activities
- the Company's Bomboré Project is subject to title risks
- there are health risks associated with the mining workforce in Burkina Faso that may impact the availability of labour
- the Bomboré Project is subject to environmental risks which may affect operating activities or costs
- the Bomboré Project, if mining operations are established, will be subject to operational risks and hazards inherent in the mining industry
- the Bomboré Project is subject to risks associated with its location, lack of infrastructure and other resources, including its required water supply
- artisanal miners may impact operations at the Bomboré Project
- failure to continue to have strong local community relations may impact the Company
- evolving anti-corruption laws may result in fines or other legal sanctions
- the Company's insurance coverage does not cover all of its potential losses, liabilities and damages related to its business and certain risks are uninsured or uninsurable
- the mining industry is extremely competitive
- currency fluctuations may affect Orezone's financial performance
- investors may have difficulty enforcing judgments in Canada, the United States and elsewhere
- shareholders' interest in Orezone may be diluted in the future
- Orezone's common shares are publicly traded on the TSXV and are subject to various factors that have historically made Orezone's share price volatile
- repatriation of funds may be difficult in the future

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

New, Amended and Future IFRS Pronouncements

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

On January 1, 2019, the Company adopted IFRS 16 *Leases* which replaces IAS 17 Leases and related interpretations. The new standard eliminates the previous classification of leases as either operating leases or finance leases and introduces a single lessee accounting model which requires lessee to recognize assets and liabilities for all leases. The Company elected to use the exemptions proposed by the standard on lease contracts for which the lease terms end within twelve months as of the date of adoption and lease contracts for which the underlying asset is of low-value. The Company adopted IFRS 16 using the modified retrospective approach and recognized the right-of-use assets at the amount equal to the lease liabilities. As a result, there was no impact to accumulated deficit upon adoption. On transition to IFRS 16, the Company recognized lease liabilities for leases which were previously classified as operating leases. The lease liabilities were measured at the present value of the remaining lease payments, discounted using the rate that reflects the asset's incremental borrowing rate as of January 1, 2019. The weighted average incremental borrowing rate applied to the lease liabilities on January 1, 2019 was 10%.

The impact of adoption is disclosed in Note 3 to the Company's Interim Financial Statements for the three and nine month periods ended September 30, 2019.

Financial Instruments and Related Risks

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

At September 30, 2019, the Company had 9,600,000 common shares of Sarama with a fair value of $652,477 (December 31, 2018- $316,656) and 2,000,000 warrants with a fair value of $13 (December 31, 2018- $13).

Critical Accounting Estimates and Judgments

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

See "Critical Accounting Estimates and Judgments" in the Company's 2018 annual MD&A as well as Note 4 in the Company's 2018 annual consolidated financial statements for significant estimates and judgments used in applying accounting policies that have the most significant effect on the amounts recognized in the Interim Financial Statements for the three and nine month periods ended September 30, 2019.

Additional Disclosure of Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's exploration and evaluation expenses, and general and administrative expenses is provided in the Company's Interim Financial Statements for the three and nine month periods ended September 30, 2019 which are available on the Company's website at or on SEDAR at www.sedar.com.

Forward-Looking Statements

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

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

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

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

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

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

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

Cautionary Note to U.S. Investors Concerning Resource Estimates

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

Qualified Persons

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

The Company has prepared and filed a current technical report on the Bomboré Project titled "NI 43-101 Technical Report Feasibility Study of the Bomboré Gold Project Burkina Faso" with a date of August 12, 2019. This technical report includes relevant information regarding the effective dates and the assumptions, parameters and methods of the mineral resource and reserve estimates at the Bomboré Project, as well as information regarding data verification, and other matters relevant to the scientific and technical disclosure contained in this MD&A.

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