

Orezone Gold Announces C\$35 Million Bought Deal Offering

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VANCOUVER, Feb. 23, 2025 - [Orezone Gold Corp.](#) (TSX: ORE) (OTCQX: ORZCF) (the "Company" or "Orezone") is pleased to announce that it has entered into an agreement with Canaccord Genuity Corp. (the "Underwriter"), acting as sole underwriter and bookrunner, pursuant to which the Underwriter has agreed to purchase, on a "bought deal" basis, 42,683,000 common shares of the Company (the "Common Shares") at a price of C\$0.82 per Common Share (the "Offering Price"), for aggregate gross proceeds of C\$35,000,060 (the "Offering").

In addition, the Company will grant the Underwriter an option to acquire up to an additional 6,402,450 Common Shares (the "Over-Allotment Option") at the Offering Price for additional gross proceeds of up to C\$5,250,009, exercisable in whole or in part, at any time on or prior to the date that is 30 days following the Closing Date (as defined herein).

The Company intends to use the net proceeds from the Offering (and any proceeds received from the Over-Allotment Option) to accelerate both the Stage II hard rock expansion and additional exploration at its Bomboré Gold Mine, as well as for working capital and general corporate purposes.

Closing of the Offering is expected to occur on or about March 13, 2025 (the "Closing Date") and is subject to certain conditions including, but not limited to, receipt of all necessary regulatory approvals, including the approval of the Toronto Stock Exchange and applicable securities regulatory authorities.

The Common Shares will be offered by way of a short form prospectus to be filed in each of the provinces of Canada (other than Quebec) and may also be sold in certain offshore jurisdictions (provided that placement in such offshore jurisdictions does not give rise to the filing of a prospectus or registration statement or to any continuous disclosure obligations) and by way of private placement in the United States pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act").

The securities referred to in this news release have not been, nor will they be, registered under the U.S. Securities Act, and may not be offered or sold within the United States absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities in the United States, nor in any other jurisdiction in which such offer, solicitation or sale would be unlawful. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

About Orezone Gold Corporation

Orezone Gold Corporation (TSX: ORE OTCQX: ORZCF) is a West African gold producer engaged in mining, developing, and exploring its flagship Bomboré Gold Mine in Burkina Faso. The Bomboré mine achieved commercial production on its oxide operations on December 1, 2022, and is now focused on its staged hard rock expansion that is expected to materially increase annual and life-of-mine gold production from the processing of hard rock mineral reserves. Orezone is led by an experienced team focused on social responsibility and sustainability with a proven track record in project construction and operations, financings, capital markets and M&A.

The technical report entitled Bomboré Phase II Expansion, Definitive Feasibility Study is available on SEDAR+ and the Company's website.

Cautionary Note Regarding Forward-Looking Statements

This press release contains certain information that may constitute "forward-looking information" within the meaning of applicable Canadian Securities laws and "forward-looking statements" within the meaning of applicable U.S. securities laws (together, "forward-looking statements"). Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "potential", "possible" and other similar words, or statements that certain events or conditions "may", "will", "could", or "should" occur. Forward-looking statements in this press release include, but are not limited to closing of the Offering, the use of proceeds from the Offering and regulatory and TSX approval.

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 and the qualified persons believe are appropriate in the circumstances.

All forward-looking statements 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, delays caused by pandemics, terrorist or other violent attacks (including cyber security attacks), the failure of parties to contracts to honour contractual commitments, unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities; social or labour unrest; changes in commodity prices; unexpected failure or inadequacy of infrastructure, the possibility of unanticipated costs and expenses, accidents and equipment breakdowns, political risk, unanticipated changes in key management personnel and general economic, market or business conditions, the failure of exploration programs, including drilling programs, to deliver anticipated results and the failure of ongoing and uncertainties relating to the availability and costs of financing needed in the future, and other factors described in the Company's most recent annual information form and management discussion and analysis filed on SEDAR+. Readers are cautioned not to place undue reliance on forward-looking statements.

Although the forward-looking statements contained in this press release are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release and are expressly qualified in their entirety by this cautionary statement. Subject to applicable securities laws, the Company does not assume any obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of the press release. Contact Information: Patrick Downey, President and Chief Executive Officer; Kevin MacKenzie, Vice President, Corporate Development and Investor Relations; Tel: 1 778 945 8977 / Toll Free: 1 888 673 0663, info@orezone.com / www.orezone.com; For further information please contact Orezone at +1 (778) 945 8977 or visit the Orezone website at www.orezone.com.

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