

**TERANGA GOLD CORPORATION
(THE “CORPORATION”)**

**ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS
OF THE CORPORATION (THE “MEETING”)
HELD ON TUESDAY, MAY 2, 2017
IN TORONTO, ONTARIO**

REPORT OF VOTING RESULTS

In accordance with Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, the matters voted upon and the outcome of voting at the Meeting are noted below. Each of the matters voted upon at the Meeting is described in greater detail in the Management Proxy Circular, dated April 3, 2017 (the “**Circular**”) sent to shareholders of the Corporation (“**Shareholders**”). All capitalized terms used herein and not otherwise defined have the meaning set forth in the Circular.

1. Election of Directors

Each of the nine nominees proposed in the Circular were elected as directors of the Corporation, for a term expiring at the conclusion of the next annual meeting of shareholders of the Corporation (“**Shareholders**”) or until their successors are elected or appointed. The vote was conducted by a show of hands. The report on proxies indicated:

Name	Votes For	% Votes For	Votes Withheld	% Votes Withheld
Alan R. Hill	280,352,553	95.42%	13,471,746	4.58%
Richard S. Young	291,187,615	99.10%	2,635,394	0.90%
Christopher R. Lattanzi	292,003,959	99.38%	1,820,340	0.62%
Jendayi E. Frazer	292,174,009	99.44%	1,649,000	0.56%
Edward Goldenberg	207,696,122	70.69%	86,128,177	29.31%
David J. Mimran	290,918,718	99.01%	2,904,291	0.99%
Alan R. Thomas	290,814,669	98.98%	3,009,630	1.02%
Frank D. Wheatley	290,777,702	98.96%	3,046,597	1.04%
William J. Biggar	280,845,923	95.58%	12,977,086	4.42%

2. Appointment of Auditor

Ernst & Young LLP were appointed to the office of auditors of the Corporation until the next annual meeting of shareholders, and the directors of the Corporation were authorized to fix the auditor’s remuneration. The vote was conducted by a show of hands. The report on proxies indicated 311,073,308 (99.88%) votes cast “FOR” and 384,797 (0.12%) votes “WITHHELD”.

3. Re-approval of Stock Option Plan

The Stock Option Incentive Plan Resolution was approved by a resolution passed by a vote by ballot, with 287,548,179 (97.86%) total votes cast “FOR” and 6,300,935 (2.14%) total votes cast “AGAINST”.

4. Approval of the Proposed Share Consolidation

The Proposed Share Consolidation Resolution was approved by a resolution passed by a vote by ballot, with 308,916,780 (99.14%) total votes cast “FOR” and 2,683,500 (0.86%) total votes cast “AGAINST”.

Dated May 2, 2017