

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

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
OF THE CORPORATION (THE “MEETING”)
HELD ON TUESDAY, JUNE 7, 2016
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 May 5, 2016 (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	184,114,026	85.53	31,158,416	14.47
Richard S. Young	206,267,244	95.82	8,998,327	4.18
Christopher R. Lattanzi	208,150,491	96.69	7,121,951	3.31
Jendayi E. Frazer	208,116,097	96.68	7,156,345	3.32
Edward Goldenberg	208,147,368	96.69	7,118,203	3.31
David J. Mimran	208,154,458	96.70	7,111,113	3.30
Alan R. Thomas	208,120,854	96.68	7,151,588	3.32
Frank D. Wheatley	198,107,254	92.03	17,158,317	7.97
William J. Biggar	194,353,170	90.29	20,912,401	9.71

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 235,152,093 (99.89%) votes cast “FOR” and 260,418 (0.11%) votes “WITHHELD”.

Dated June 7, 2016