

ACQUISITION OF GRYPHON MINERALS
June 20, 2016



Creating an Up-and-Coming Multi-Jurisdictional West African Producer

TERANGA GOLD'S CAUTIONARY NOTE

Forward-Looking Information

This presentation contains certain statements that constitute forward-looking information within the meaning of applicable securities laws (“forward-looking statements”), which reflects management’s expectations regarding Teranga Gold Corporation’s (“Teranga” or the “Company”) future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Wherever possible, words such as “plans”, “expects”, “does not expect”, “budget”, “scheduled”, “trends”, “indications”, “potential”, “estimates”, “predicts”, “forecasts”, “anticipate” or “does not anticipate”, “believe”, “intend”, “ability to” and similar expressions or statements that certain actions, events or results “may”, “could”, “would”, “might”, “will”, or are “likely” to be taken, occur or be achieved, have been used to identify such forward looking information. Specific forward-looking statements in this presentation include 2019 production estimates of gold of 275,000 to 325,000 ounces, the estimated base case production profile to 2026, a future All-in Sustaining Cost estimated to remain low in the US\$900/oz of gold range, the completion of construction of the Banfora project, the completion of the Arrangement and the Acquisition, and the estimated combined market capitalization of Teranga and Gryphon Minerals. Although the forward-looking information contained in this presentation reflect management’s current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions, Teranga cannot be certain that actual results will be consistent with such forward looking information. Such forward-looking statements are based upon assumptions, opinions and analysis made by management in light of its experience, current conditions and its expectations of future developments that management believe to be reasonable and relevant but that may prove to be incorrect. These assumptions include, among other things, the ability to obtain any requisite Senegalese governmental approvals, the accuracy of mineral reserve and mineral resource estimates, gold price, exchange rates, fuel and energy costs, future economic conditions, anticipated future estimates of free cash flow, and courses of action. Teranga cautions you not to place undue reliance upon any such forward-looking statements

The risks and uncertainties that may affect forward-looking statements include, among others: the inherent risks involved in exploration and development of mineral properties, including government approvals and permitting, changes in economic conditions, changes in the worldwide price of gold and other key inputs, changes in mine plans and other factors, such as project execution delays, many of which are beyond the control of Teranga, as well as other risks and uncertainties which are more fully described in Teranga’s Annual Information Form dated March 30, 2016, and in other filings of Teranga with securities and regulatory authorities which are available at www.sedar.com. Teranga does not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change. Nothing in this report should be construed as either an offer to sell or a solicitation to buy or sell Teranga securities.

This presentation is dated as of the date on the front cover. All references to Teranga include its subsidiaries unless the context requires otherwise.

This presentation contains references to Teranga using the words “we”, “us”, “our” and similar words and the reader is referred to using the words “you”, “your” and similar words.

All dollar amounts stated are denominated in U.S. dollars unless specified otherwise.

GRYPHON MINERALS' CAUTIONARY NOTE

Forward-Looking Information

This presentation contains forward-looking statements. Wherever possible, words such as “intends”, “expects”, “scheduled”, “estimates”, “anticipates”, “believes”, and similar expressions or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved, have been used to identify these forward-looking statements. Although the forward-looking statements contained in this release reflect management’s current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions. Gryphon cannot be certain that actual results will be consistent with these forward-looking statements. A number of factors could cause events and achievements to differ materially from the results expressed or implied in the forward-looking statements. These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Forward-looking statements necessarily involve significant known and unknown risks, assumptions and uncertainties that may cause Gryphon's actual results, events, prospects and opportunities to differ materially from those expressed or implied by such forward-looking statements. Although Gryphon has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be anticipated, estimated or intended, including those risk factors discussed in Gryphon’s public filings. There can be no assurance that the forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, prospective investors should not place undue reliance on forward-looking statements. Any forward-looking statements are made as of the date of this presentation, and Gryphon assumes no obligation to update or revise them to reflect new events or circumstances, unless otherwise required by law. This presentation may contain certain forward looking statements and projections regarding: - estimated, resources and reserves; - planned production and operating costs profiles; - planned capital requirements; and - planned strategies and corporate objectives. Such forward looking statements/projections are estimates for discussion purposes only and should not be relied upon. They are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors many of which are beyond the control of Gryphon. The forward looking statements/projections are inherently uncertain and may therefore differ materially from results ultimately achieved. Gryphon does not make any representations and provides no warranties concerning the accuracy of the projections, and disclaims any obligation to update or revise any forward looking statements/projects based on new information, future events or otherwise except to the extent required by applicable laws.

Cautionary Note Regarding Reserves and Resources

You should be aware that as an Australian company with securities listed on the ASX, Gryphon is required to report reserves and resources in Australia in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code 2004 Edition) ("JORC Code"). Mining companies in other countries may be required to report their mineral reserves and/or resources in accordance with other guidelines (for example, Industry Guide 7 of the U.S. Securities and Exchange Commission ("SEC")). You should note that while Gryphon's reserve and resource estimates comply with the JORC Code, they may not comply with the relevant guidelines in other countries, and, unless otherwise stated do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators and (ii) Industry Guide 7, which governs disclosures of mineral reserves in registration statements and certain reports filed with the SEC. The JORC Code differs in several significant respects from Industry Guide 7. In particular, Industry Guide 7 does not recognize classifications other than proven and probable reserves, and, as a result, the SEC generally does not permit mining companies to disclose their mineral resources in SEC filings. Information contained in this presentation describing Gryphon's mineral deposits may not be comparable to similar information made public by Canadian or U.S. companies subject to the reporting and disclosure requirements of Canadian or United States securities laws. You should not assume that quantities reported as “resources” will be converted to reserves under the JORC Code or any other reporting regime or that Gryphon will be able to legally and economically extract them



RICHARD YOUNG
President and Chief Executive Officer



STEPHEN PARSONS
Managing Director

ACCRETIVE ACQUISITION IS A WIN-WIN FOR ALL SHAREHOLDERS

\$63 Million Equivalent All Share Transaction

Equates to ~\$50 per ounce based on Gryphon's current reserves of 1.05 million ounces at 1.9 g/t Au⁽⁵⁾

&

Represents a 45% premium over the 20-day VWAP of a Gryphon share for the period ending June 17, 2016 and a premium of 53% over Gryphon's closing share price on the ASX on June 17, 2016 (see pro forma market capitalization summary table)

Accretive on Key Metrics

Transaction is accretive on a per share basis to Teranga's net asset value and reserves and resources

Cornerstone Investor Exercises Anti-Dilution Right

Teranga's largest shareholder, Tablo Corporation, intends to exercise an anti-dilution right, which will result in a \$9 million equity placement in Teranga based on current price for a Teranga share

Pro Forma Market Capitalization Summary

<i>(in US dollars unless otherwise indicated)</i>	Teranga	Gryphon	Pro Forma
Exchange Used for June 17, 2016 Share Price*	TSX	ASX	
June 17, 2016 Closing Share Price	C\$1.19	A\$0.21	
Basic Shares Outstanding	392M	402M	460M
Market Capitalization	\$364M	\$63M	\$427M
Cash & Equivalents ^{(1) (2)}	\$70M	\$9M	~\$80M
Debt	\$15M	\$0M	\$15M
Enterprise Value	\$309M	\$53M	\$362M
Pro Forma Ownership (Basic)	85%	15%	100%

*USD/CAD \$0.78 and USD/AUD \$0.74

COMPELLING TRANSACTION RATIONALE

ECONOMIC BENEFITS

- Accretive on a per Teranga common share basis to pro forma net asset value, resources and reserves
- Increases proven and probable reserves by 35% to 3.7 million ounces
- Subject to completion of Banfora, production has potential to increase by 50% (annualized)⁽¹¹⁾ by mid-2019
- Improves financial strength: Teranga's pro forma Q1 cash balance increases to approximately \$80 million⁽⁴⁾
- Improves trading liquidity with enhanced pro forma market capitalization

GROWTH OPPORTUNITIES

- Restart successful Gryphon exploration program and seek to convert resources to reserves
- Leverage previous technical work to optimize mine plan and plant design to focus primarily on oxide ore in the early years of the operation to seek to realize cost and capital efficiencies, high-grade feed and gold recoveries
- Golden Hill and Gourma exploration properties provide upside potential

OPTIONALITY

- Provides greater leverage to gold price
- Stronger platform to pursue further opportunities in West Africa with supportive cornerstone investor
- Lower geographic and asset risk as a multi-jurisdictional producer

STRONGER AS ONE: TERANGA + GRYPHON



Single asset in Senegal, West Africa

Reserves of 2.63 million ounces⁽³⁾

Annual production of ~200K oz

March 31, 2016 cash balance of \$70M⁽¹⁾

TSX / ASX listed with market cap of \$364M

~1,000km² land package on prolific greenstone belt



Single asset in Burkina Faso, West Africa

Reserves of 1.05 million ounces⁽⁵⁾

Shovel ready

March 31, 2016 cash balance of \$9M

ASX listed with market capitalization of \$63M

Golden Hill & Gourma >1,500km² land package



- Teranga Shareholders**
 - 85% ownership
 - 1.05Moz reserves at ~\$50/oz
- Gryphon Shareholders**
 - 15% ownership
 - 45% premium to 20-day VWAP

Up-&-coming multi-jurisdictional gold producer

Reserves of 3.70 million ounces

Production potential of 275-325Koz (annualized)⁽¹¹⁾ by mid-2019

March 31, 2016 cash balance of ~\$80M⁽²⁾

Dual listed on TSX and ASX with market cap of \$427M

Valuation upside potential from exploration

GRYPHON: HIGH-GRADE BANFORA PROJECT

Gryphon Minerals
 Australian-listed company (ASX:GRY)
 with 90% ownership* in flagship
 Banfora Gold Project

Bankable Feasibility Study Stage
 Fully permitted with robust engineering and
 community relations

Exploration Upside
 Prospective Golden Hill and Gourma regional
 exploration targets

Banfora Reserves

(As per January 31, 2013, Gryphon Minerals Bankable Feasibility Study - JORC)

Proved			Probable			Total		
Mt	Au g/t	Au Koz	Mt	Au g/t	Au Koz	Mt	Au g/t	Au Koz
2.7	1.8	156	14.0	2.0	892	16.7	1.9	1,048

Banfora Resources

Measured and Indicated Resources are inclusive of Proven and Probable Reserves
 (As per August 4, 2014, Gryphon Minerals Heap Leach Feasibility Study - JORC)

Measured			Indicated			Measured + Indicated			Inferred		
Mt	g/t Au	Au Koz	Mt	g/t Au	Au Koz	Mt	g/t Au	Au Koz	Mt	g/t Au	Au Koz
6.6	1.47	310	60.4	1.38	2,670	67.0	1.38	2,980	15.8	1.30	660

Total Mineral Reserves & Resources

		Teranga ⁽³⁾	Gryphon	Pro Forma
Proven and Probable	(MM oz)	2.6	1.0 ⁽⁵⁾	3.7
Measured & Indicated	(MM oz)	4.4	3.0 ⁽⁶⁾	7.4
Inferred	(MM oz)	0.9	0.7 ⁽⁶⁾	1.6

* 10% owned by Government of Burkina Faso

BURKINA FASO: ANOTHER MINING-FRIENDLY JURISDICTION IN FRENCH WEST AFRICA

Burkina Faso Ranks as 4th Largest Gold Producing Country in Africa

8 new gold mines in the last 8 years

Strong Government Support

Mining-friendly government has attracted large contingency of international mining companies

Still Under Explored & Highly Prospective

Extension of highly prospective West African greenstone belts hosting multiple gold deposits

	Burkina Faso	Senegal
Population	17.3M	13.5M
Official Language	French	French
Area (sq.km)	274,200	196,190
Currency	West African CFA Franc	West African CFA Franc
Member of WAEMU*	Yes	Yes
Religion	60% Muslim (majority are Sunni) 15% Christian 20% Indigenous, 5% Other	94% Muslim (majority are Sunni) 4% Christian 2% Indigenous

**West African Economic and Monetary Union*

Focused on French West Africa: Burkina Faso and Senegal share many similar characteristics

SABODALA AT A GLANCE

Uniquely Positioned With Only Mill in Senegal

First gold mine in Senegal, in production since 2009;
over 1Moz produced to date

New Technical Plan Filed in March 2016

2.4Moz to be produced over 13.5 years with average annual
production of 200Koz until 2024⁽⁹⁾

Strong Margins Drive \$550M⁽⁷⁾ Cumulative Cash Flow LOM

Life of mine all-in sustaining costs⁽⁸⁾ of \$887/oz*
with cash margins of \$240/oz**

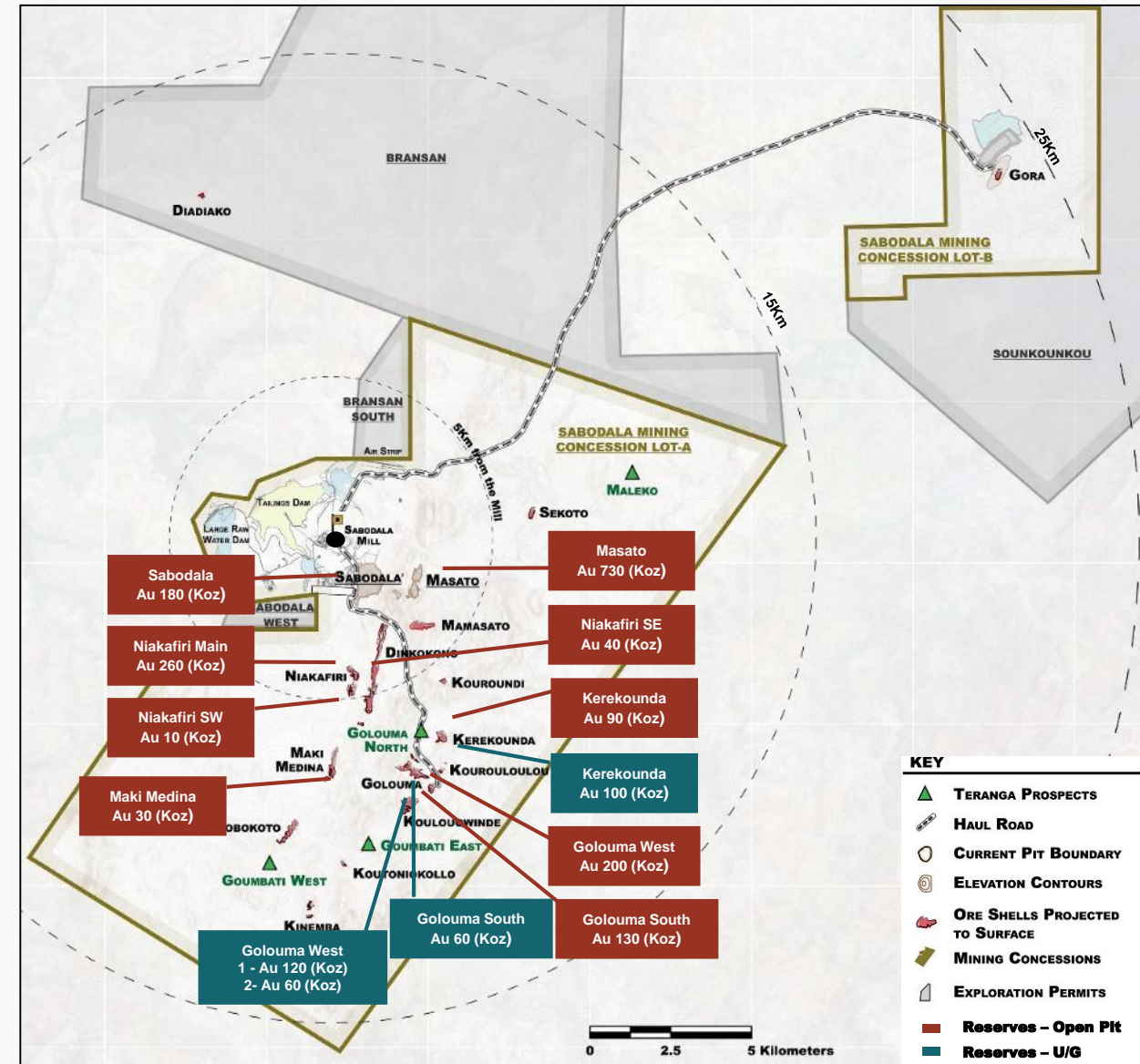
High Potential for Discoveries on Emerging Gold Belt

Large prospective land package and mine license on world-class greenstone belt where more than 50Moz have been discovered to date

Strong Social License

Focused on setting the benchmark for responsible mining

Teranga Gold Mine License

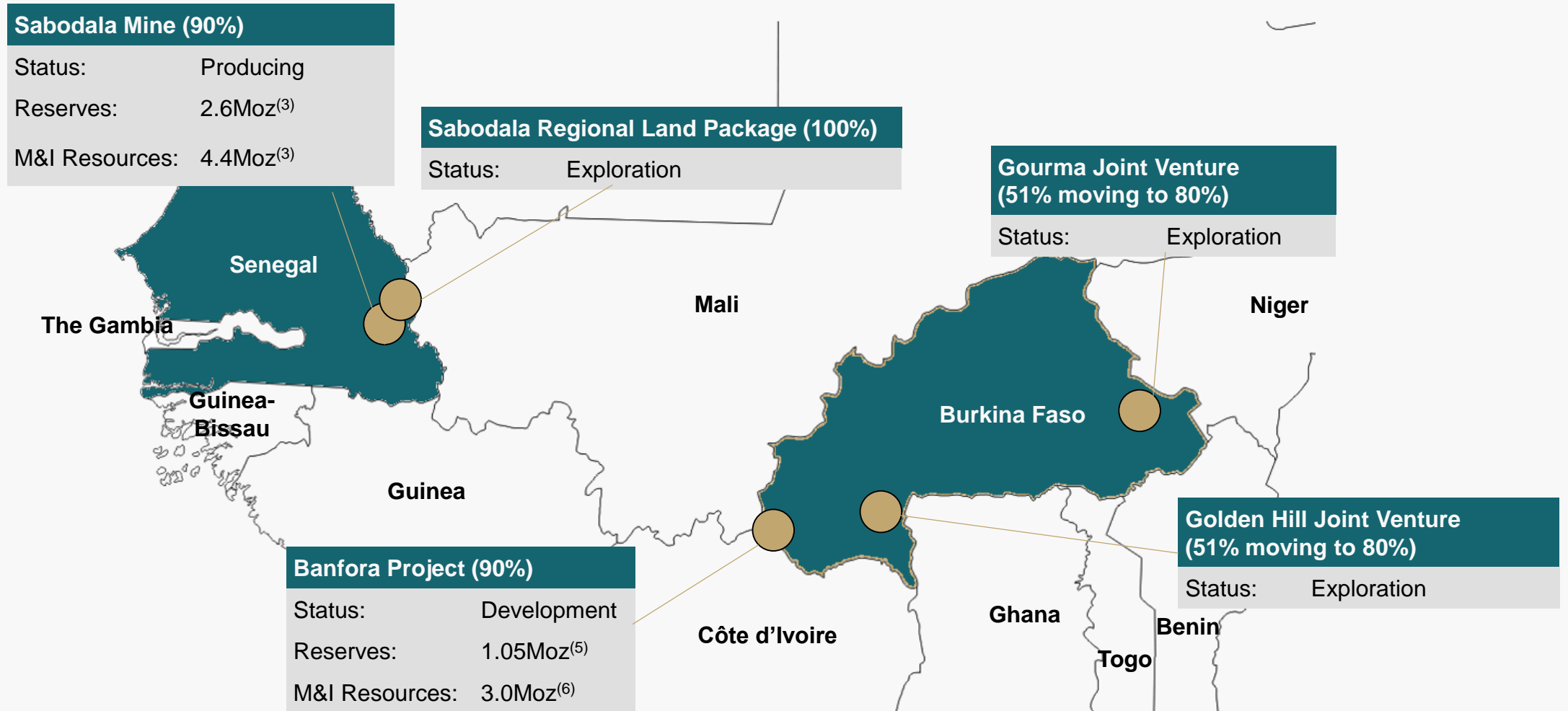


*Before Franco-Nevada stream of \$73/oz

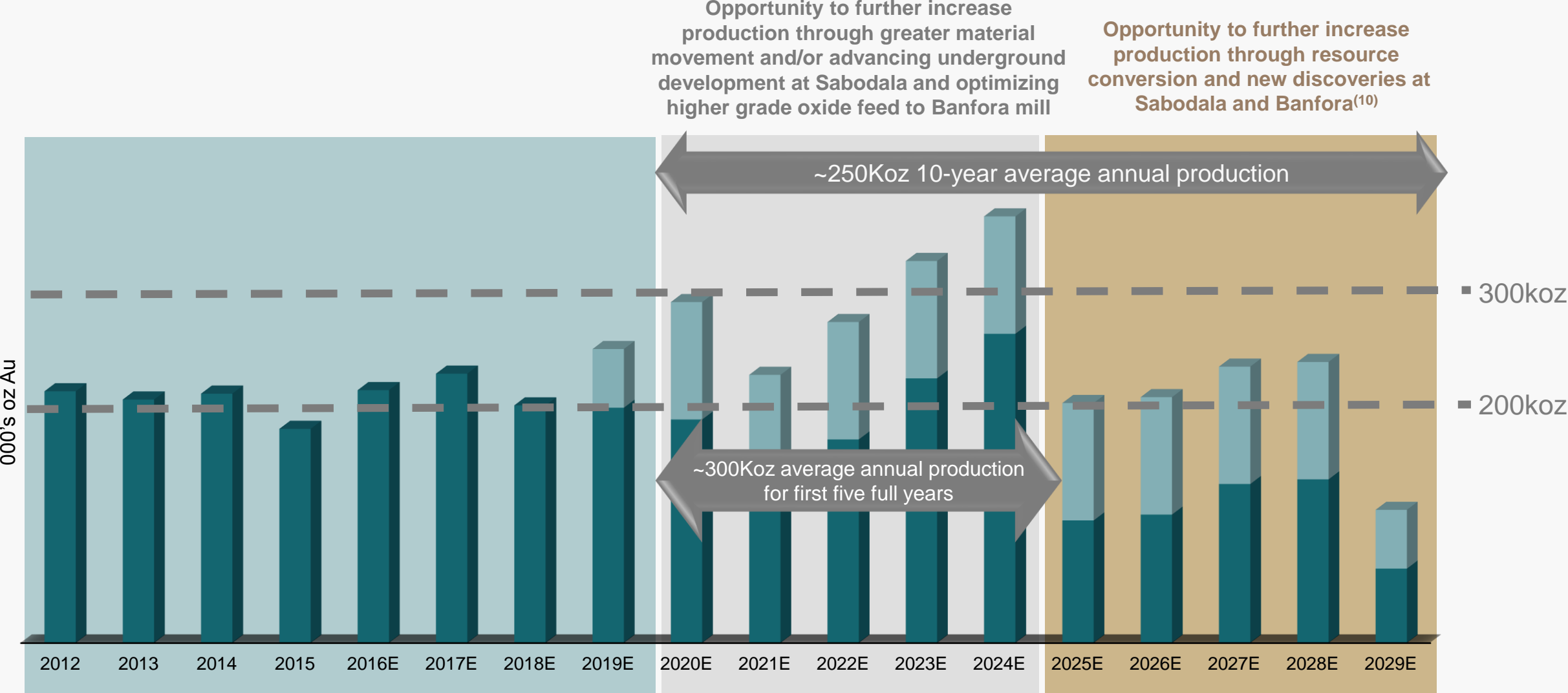
**At \$1200/oz gold price assumption

DIVERSIFIED PORTFOLIO OF QUALITY ASSETS IN WEST AFRICA

Measured and Indicated Resources (M&I) inclusive of Proven and Probable Reserves



SIGNIFICANT UPSIDE POTENTIAL TO PRO FORMA PRODUCTION PROFILE⁽¹¹⁾



■ Teranga Gold (pre acquisition)⁽⁹⁾

■ Banfora (assumption of up to 100Koz/year beginning July 1, 2019, does not represent actual mine plan for Banfora)

UNLOCKING VALUE AT BANFORA

Resource Conversion

Lateral extensions and at depth



Near Mill Exploration Potential

Several brownfield exploration targets are within trucking distance of mill



Mine Plan and Plant Optimization

Optimize for best use of oxide ore in early years



Significant Test Work Completed

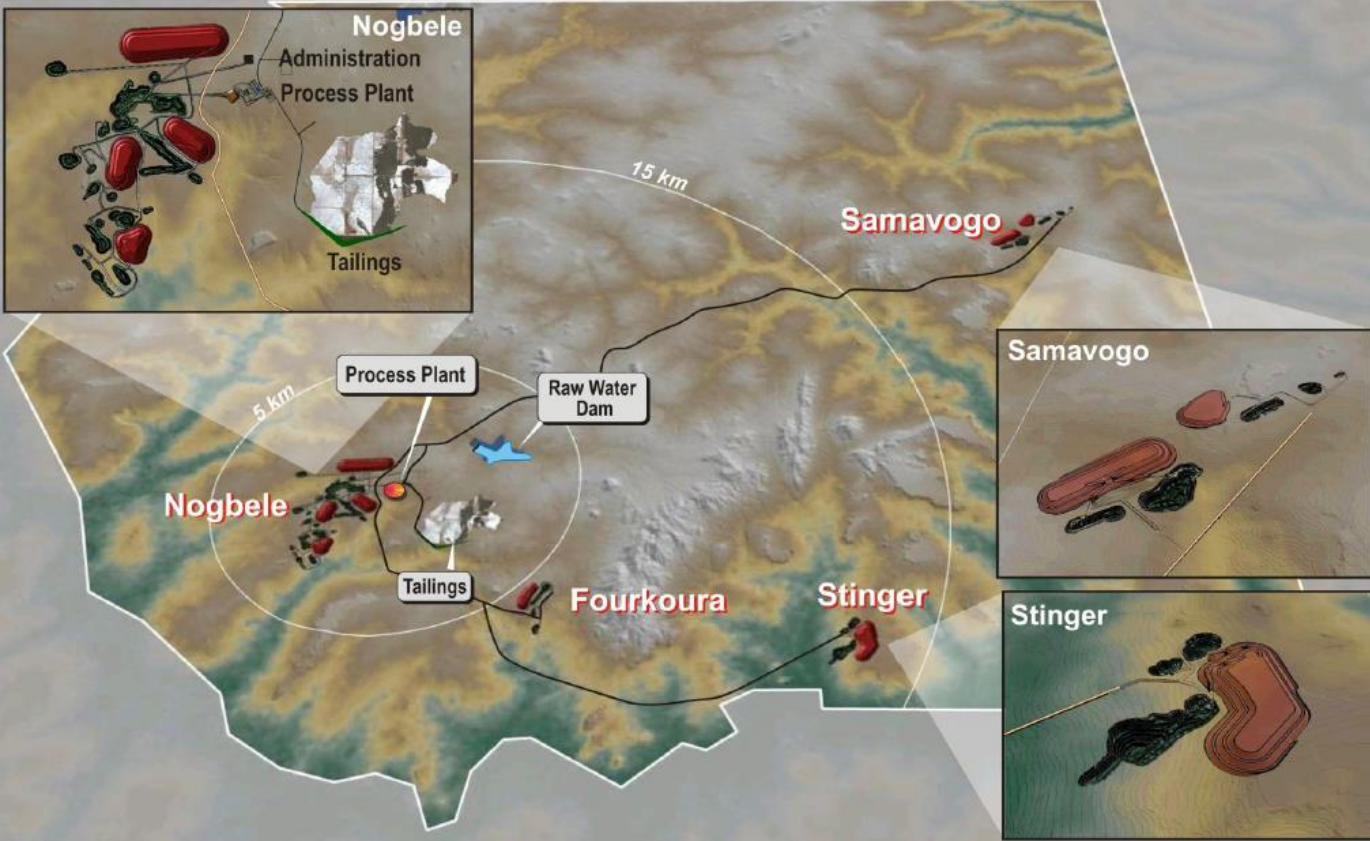
CIL metallurgical test work (Bankable Feasibility Study level)



Other Opportunities

Grind size, gravity circuit and silver credits

Banfora Project Layout



Source: Gryphon Minerals

NEXT STEPS FOR BANFORA DEVELOPMENT



Update 2Mtpa Feasibility Study (6 months)

- a. Increase reserve base
 - Infill drilling to convert resources to reserves
 - Drill brownfields targets to define additional resources/reserves
- b. 2Mtpa mill optimization studies
 - Trade off studies – grind size/gravity circuit/silver recoveries
 - Plant design
 - Power studies
- c. Update reserve models based on drill program
 - Optimize mine plan – maximize oxide mining in early years
- d. Review capital and operating parameters

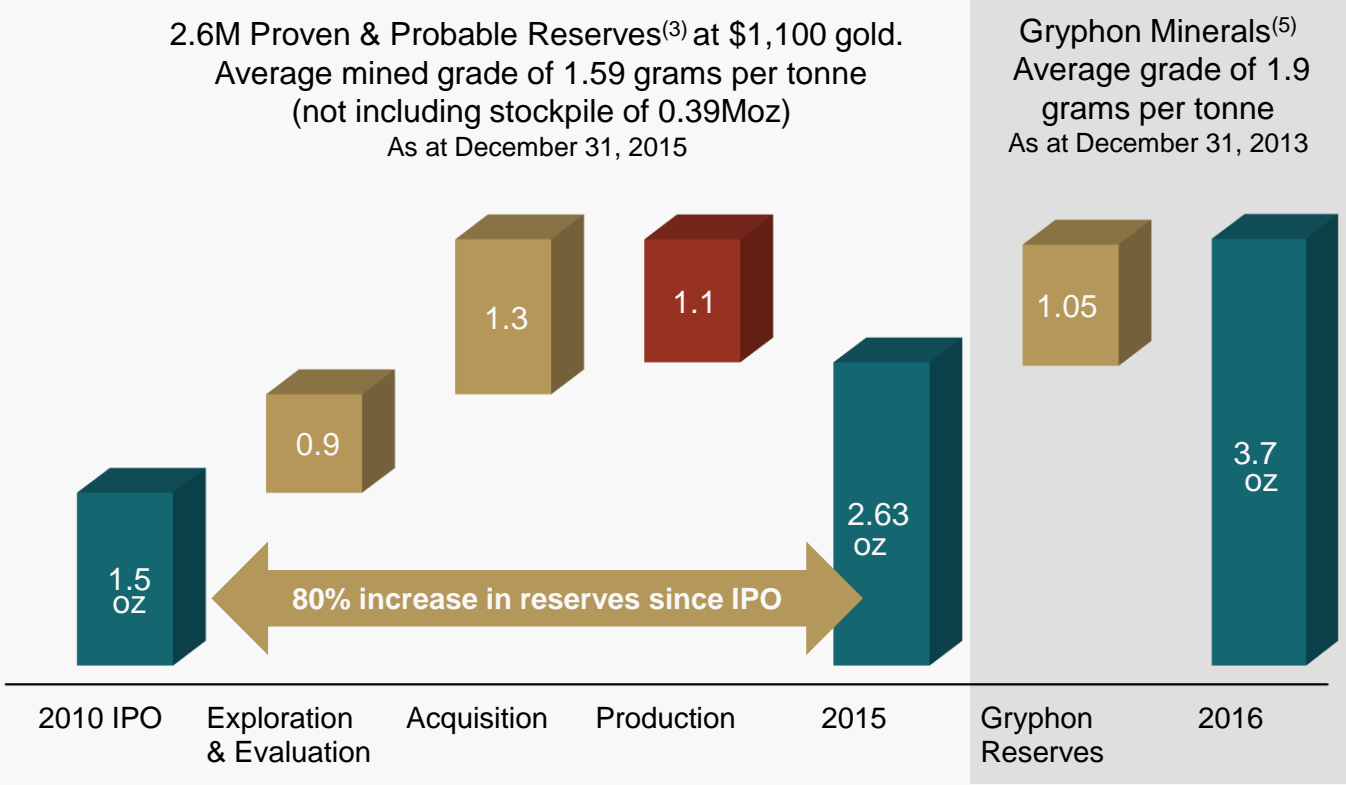
SUCCESSFULLY PURSUING OUR VISION

Successfully Integrated Transformational Acquisition

Completed complex transaction for Oromin Joint Venture Group (OJVG) in 2014

Successfully Implemented Growth Initiatives on Time and on Budget

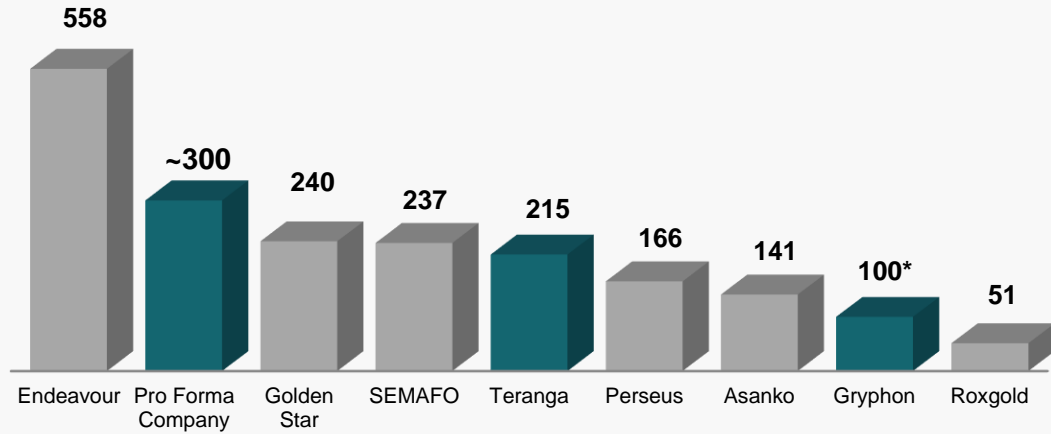
- Developed Masato in 2014
- Developed high-grade Gora deposit in 2015
- Launched mill optimization in 2015
- Developed Golouma in 2016



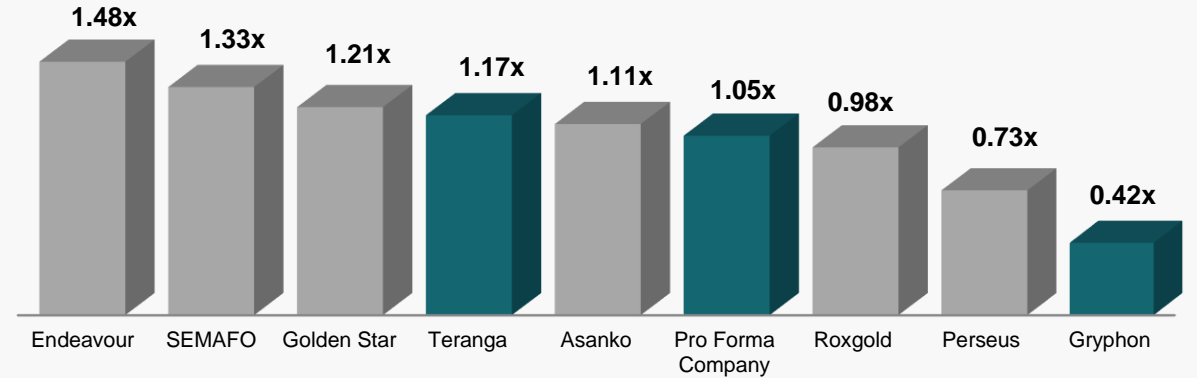
VISION: To become a pre-eminent mid-tier gold producer in Senegal and greater West Africa

POSITIONING FOR A RE-RATE

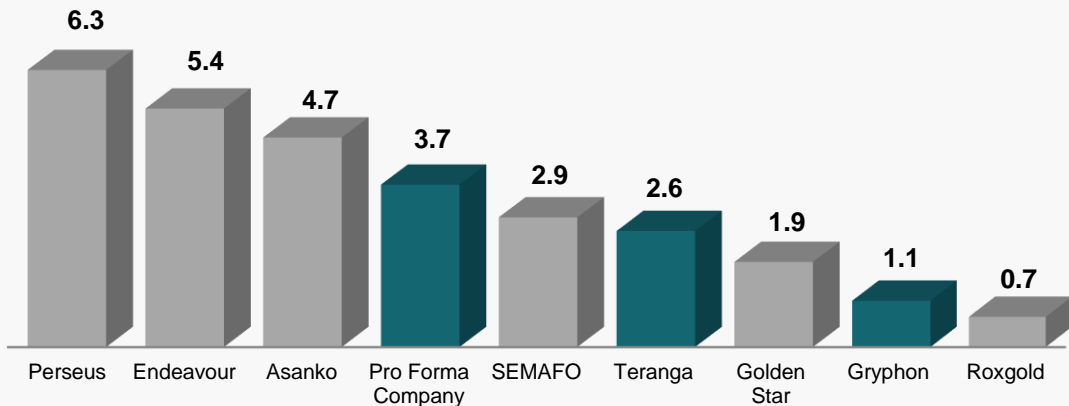
Production Estimates (Koz)*



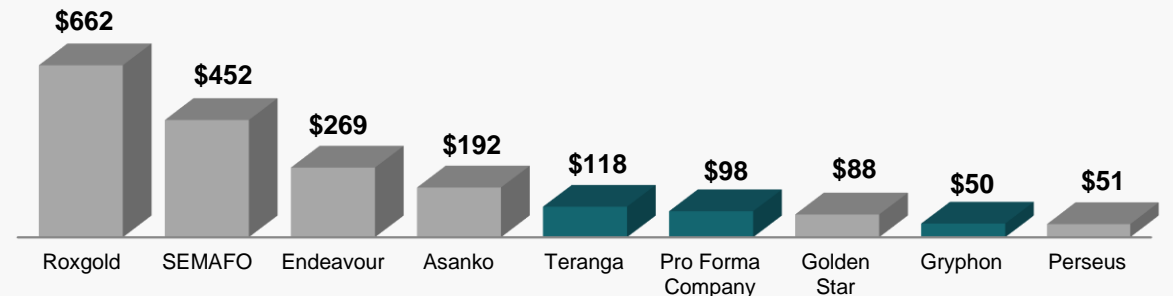
Price / Net Asset Value*



Reserves (Moz)*



EV / 2P Reserves (US\$/oz)**



* Based on analyst consensus estimates where available, with the exception of Gryphon. Gryphon numbers based on internal estimates incorporating the January 2013 Banfora CIL Bankable Feasibility Study (JORC).

**Gryphon reserves based on the January 2013 Banfora CIL Bankable Feasibility Study (JORC). Enterprise Value includes in the money options, source: Cormark Securities.

TRANSACTION SUMMARY

TRANSACTION

- Combination of Teranga Gold and Gryphon Minerals by way of scheme of arrangement
- Pro forma ownership: Teranga 85% / Gryphon 15%

CONSIDERATION

- Total equivalent consideration of \$63M representing 0.169 Teranga CDI/Teranga share per 1 Gryphon share
- Represents premium of 53% and 45% to Gryphon's closing price on June 17, 2016 and 20-day VWAP, respectively

CONDITIONS

- Requires Gryphon shareholder approval (75% of votes cast and 50% of Gryphon shareholders present and voting) as well as Australian court approval
- Other customary closing conditions

TIMELINE

- Announcement of transaction on June 19, 2016 Toronto / June 20, 2016 Australia
- Requires Gryphon shareholder meeting to be convened end of September 2016
- Receipt of final court approval and closing early October 2016

OTHER TERMS

- Gryphon's directors, representing in aggregate 8.4M shares, intend to vote in favour of the transaction in the absence of a superior proposal
- A mutual reimbursement fee payable by Gryphon or Teranga in specified circumstances

A COMPELLING TRANSACTION

Up-and-Coming Multi-Jurisdictional Producer

Asset and geographic diversification improves overall risk profile of production and cash flows

Enhanced Reserves, Production, and Cash Flows

Increases proven and probable reserves by 35% to 3.7 million ounces

Potential increase in annualized production to 275,000 to 325,000 ounces⁽¹¹⁾ by mid-2019

Unlocking Significant Exploration Potential

Valuation upside as Teranga accelerates exploration of the Banfora mining area, Golden Hill and Gourma

Improved Liquidity and Enhanced Capital Markets Profile

Teranga's pro forma March 31, 2016 cash balance increases to approximately \$80 million⁽⁴⁾

Improved trading liquidity and increasing market capitalization to ~C\$0.5 billion

Strong Platform for West African Growth

Ability to leverage expertise and social license to execute on West African growth initiatives

APPENDIX

TARGETS WITHIN TRUCKING DISTANCE OF PROPOSED MILL

Kafina West Prospect

1.5 km geochem target Scout RC drilling:
 36m @ 1.1 g/t Au from 11m incl. 12m @ 2.4 g/t
 3m @ 4.2 g/t Au from 72m

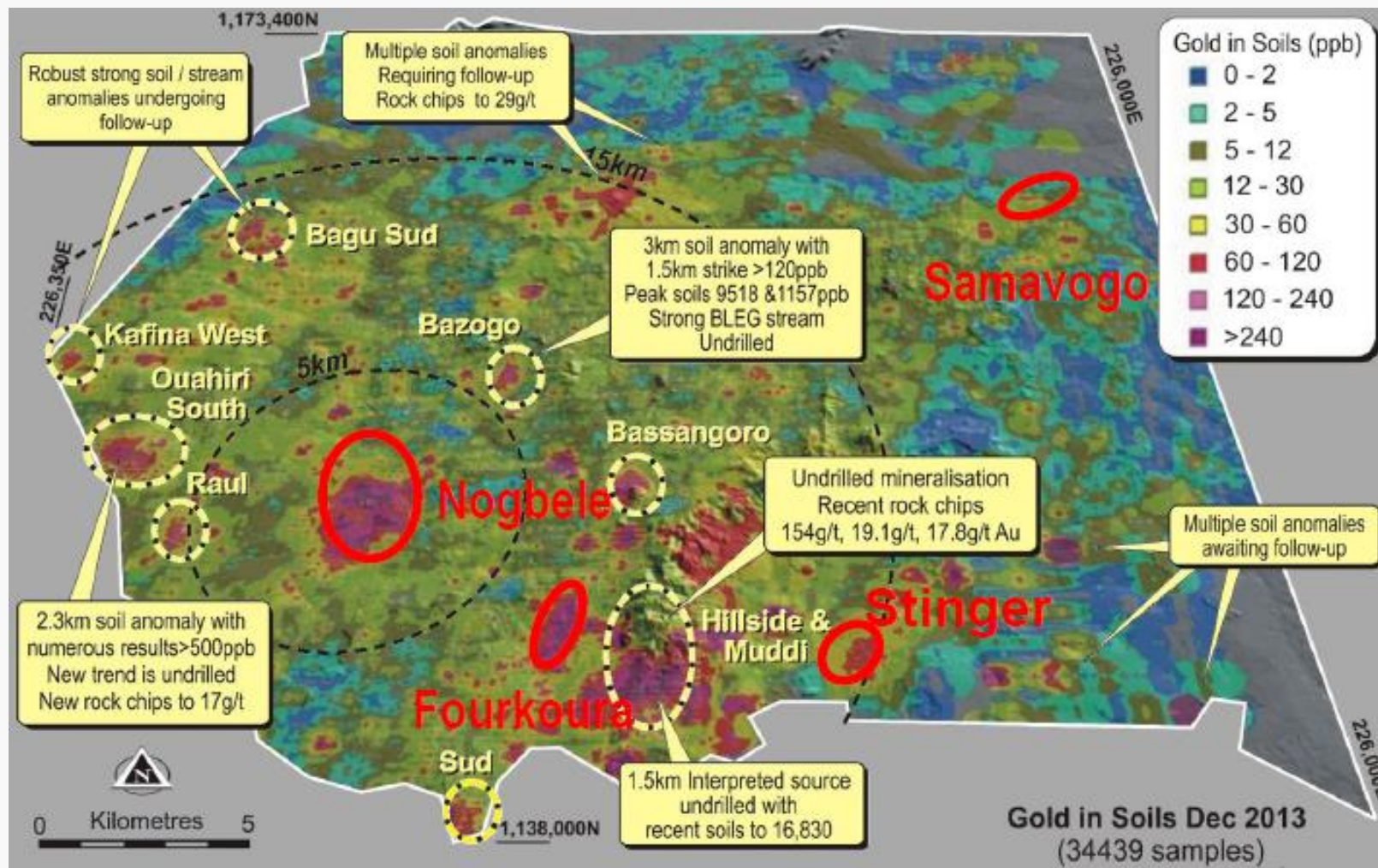
Ouahiri Prospect

5 km shear corridor with similarities in scale and geochemical footprint to the Nogbele gold deposit
 Scout RC drill results include:
 11m @ 3.80 g/t Au from 53m
 1m @ 123.1 g/t Au from 66m
 4m @ 11.5 g/t Au from 98m
 6m @ 5.5 g/t Au from 43m

Eastern Hills / Hillside Prospects

Scout RC drill results include:
 4m @ 15.6 g/t Au from 43m
 3m @ 38.0 g/t Au from 52m
 8m @ 7.1 g/t Au from 53m
 8m @ 6.9 g/t Au from 49m

Multiple Priority Targets in Close Proximity to Proposed Mill



GOLDEN HILL: REGIONAL PROSPECT IN BURKINA FASO

Earn-in JV Provides Exposure to Prolific Houndé Belt

Houndé Belt hosts
Semafo's flagship ~6 million oz Mana Mine
and Endeavour's ~2.5 million oz Houndé project

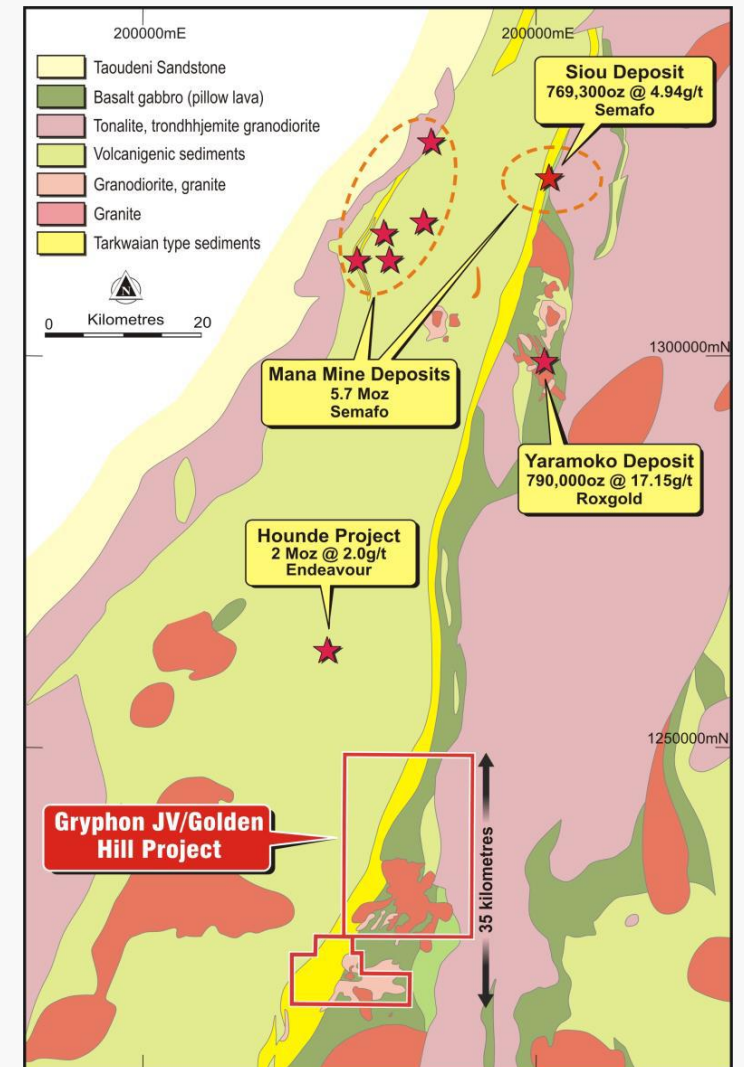
Along Strike

Golden Hill is along strike from
Semafo's new high-grade Siou deposit (769koz @ 4.94g/t Au)
and Roxgold's Yaramoko project (790koz @ 17.1g/t Au)

Gryphon has Conducted Prospect Mapping, Rock Chip and Drainage Sampling Across Seven Prioritized Areas

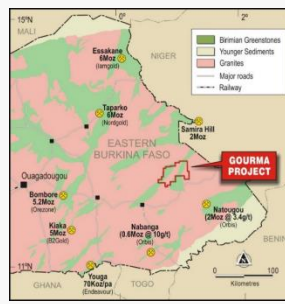
Historical drill results include:
2m @ 168.80 g/t Au from 22m
2m @ 98.40 g/t Au from 4m
2m @ 58.90 g/t Au from 2m
2m @ 53.14 g/t Au from 24m
22m @ 12.35 g/t Au from 22m

Golden Hill: Located within Highly Mineralised Houndé Greenstone Belt



Source: Gryphon Minerals 31 March 2015 Quarterly Report

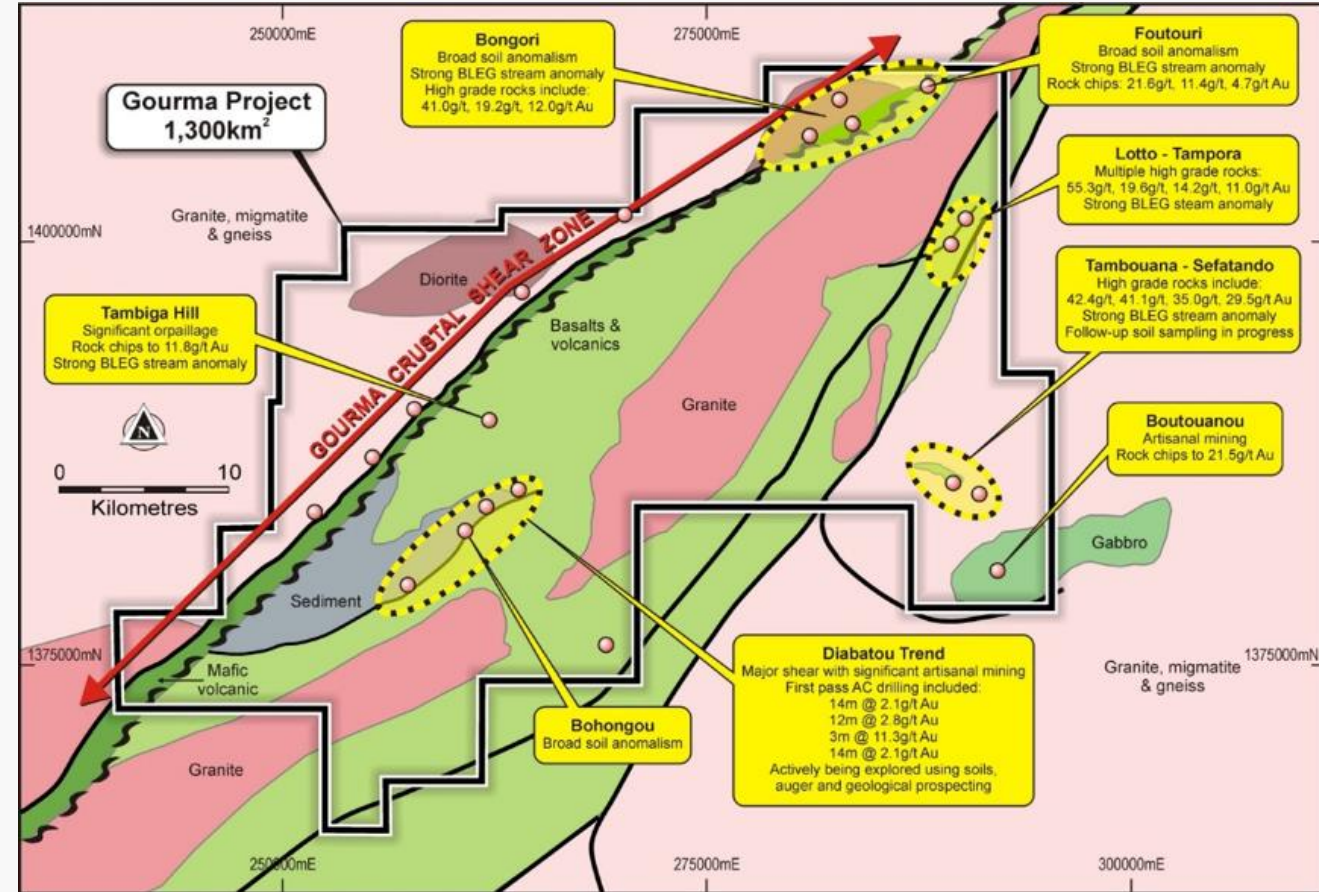
GOURMA: REGIONAL PROSPECT IN BURKINA FASO



Earn-in JV Provides Exposure to Fada N’Gourma Belt
Six contiguous permits that cover a total area of approximately 1,300km²

80km south-southwest of Niger's largest gold deposit – Samira Hill gold mine
60km gold bearing crustal shear

Geology and Prospects Overview



Source: Gryphon Minerals 31 March 2015 Quarterly Report

TERANGA GOLD COMPETENT AND QUALIFIED PERSONS STATEMENT

The technical information contained in this document relating to the open pit mineral reserve estimates is based on, and fairly represents, information compiled by Mr. William Paul Chawrun, P. Eng who is a member of the Professional Engineers Ontario, which is currently included as a "Recognized Overseas Professional Organization" in a list promulgated by the ASX from time to time. Mr. Chawrun is a full time employee of Teranga and is not "independent" within the meaning of National Instrument 43-101. However, he is a "Qualified Person" as defined in NI 43-101. Mr. Chawrun has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr. Chawrun is a "Qualified Person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects. Mr. Chawrun has consented to the inclusion in this Report of the matters based on his compiled information in the form and context in which it appears in this Report.

The technical information contained in this document relating to mineral resource estimates is based on, and fairly represents, information compiled by Ms. Patti Nakai-Lajoie. Ms. Nakai-Lajoie, P. Geo., is a Member of the Association of Professional Geoscientists of Ontario, which is currently included as a "Recognized Overseas Professional Organization" in a list promulgated by the ASX from time to time. Ms. Nakai-Lajoie is a full time employee of Teranga and is not "independent" within the meaning of National Instrument 43-101. Ms. Nakai-Lajoie has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity which she is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Ms. Nakai-Lajoie is a "Qualified Person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects. Ms. Nakai-Lajoie has consented to the inclusion in this Report of the matters based on her compiled information in the form and context in which it appears in this Report.

Teranga's disclosure of mineral reserve and mineral resource information is governed by NI 43-101 under the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as may be amended from time to time by the CIM ("CIM Standards"). CIM definitions of the terms "mineral reserve", "proven mineral reserve", "probable mineral reserve", "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource", are substantially similar to the 2012 JORC Code corresponding definitions of the terms "ore reserve", "proved ore reserve", "probable ore reserve", "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource", respectively. Estimates of mineral resources and mineral reserves prepared in accordance with the 2012 JORC Code would not be materially different if prepared in accordance with the CIM definitions applicable under NI 43-101. There can be no assurance that those portions of mineral resources that are not mineral reserves will ultimately be converted into mineral reserves.

Scientific and technical information with respect to Gryphon referred to in this presentation has been extracted from and is qualified in its entirety by reference to the *January 2013, Gryphon Minerals 2Mtpa CIL Bankable Feasibility Study and the August 4, 2014 Gryphon Minerals 2Mtpa Heap Leach Feasibility Study*. Each of the above referenced persons have sufficient experience, which is relevant to the style of mineralisation and type of deposits under consideration, and to the activities which they are undertaking, to qualify as Competent Persons as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ("JORC Code").

GRYPHON MINERALS COMPETENT AND QUALIFIED PERSONS STATEMENT

Resource Estimates

The current Banfora Gold Project resource updated with the Heap Leach feasibility study and reported at the 0.5 g/t lower cutoff was released on August 4th 2014. The Nogbele and Fourkoura Deposits, are based on information compiled by Mr Sam Brooks who is a member of the Australian Institute of Geoscientists. Mr Brooks has sufficient experience relevant to the styles of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Person, as defined in the 2012 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Brooks is a full time employee of Gryphon Minerals and has consented to the inclusion of the matters in this document based on his information in the form and context in which it appears. This information was prepared under the JORC 2012 code of reporting. The information in this document that relates to the Mineral Resources at the Stinger and Samavogo Deposits, is based on information compiled by Mr Dmitry Pertel who is a member of the Australian Institute of Geoscientists. Mr Pertel has sufficient experience relevant to the styles of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Person, as defined in the 2012 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Pertel is a full time employee of CSA Global Pty Ltd and has consented to the inclusion of the matters in this document based on his information in the form and context in which it appears. This information was prepared and first disclosed under JORC Code 2004. It has not been updated since to comply with the JORC Code 2012.

The information in this document that relates to the Gryphon Mineral Resources forming the basis of the reserve estimate for the CIL study January 2013 is based on information compiled by Mr Dmitry Pertel who is a member of the Australian Institute of Geoscientists. Mr Pertel has sufficient experience relevant to the styles of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Person, as defined in the 2012 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Pertel is a full time employee of CSA Global Pty Ltd and has consented to the inclusion of the matters in this document based on his information in the form and context in which it appears. This information was prepared and first disclosed under JORC Code 2004. It has not been updated since to comply with the JORC Code 2012.

Reserve Estimates

(as per January 31, 2013 Gryphon Minerals press release for 2Mtpa CIL Bankable Feasibility Study (“BFS”))

The maiden Ore Reserves for the Banfora Gold Project have been derived by Cube Consulting under the direction of Quinton de Klerk to a standard reportable in accordance with the “Australasian Code for Reporting of Exploration Results, Mineral Resources (JORC Code 2004 & NI43-101) and Ore Reserves” (JORC Code 2004) and are based on the Mineral Resource Models estimated by CSA Global in this announcement. The Ore Reserve estimate is based on the Mineral Resources classified as “Measured” and “Indicated” after consideration of all mining, metallurgical, social, environmental and financial aspects of the operation. The Proved Ore Reserve has been derived from the Measured Mineral Resource, and the Probable Ore Reserve has been derived from the Indicated Mineral Resource. The cut-off grades used in the estimation of the Banfora Ore Reserves are the non-mining, break-even gold grade taking into account mining recovery and dilution, metallurgical recovery, site operating costs, royalties and revenues. For reporting of Ore Reserves the calculated cut-off grades were rounded to the first decimal gram per tonne of gold. The cut-off grades vary depending on the material type and the pit location. The grades and metal stated in the Ore Reserves Estimate include mining recovery and dilution estimates. The Ore Reserve Estimate is reported within the open pit designs prepared as part of the BFS.

ENDNOTES

- 1) Includes Teranga's Value Added Tax (VAT) receivables and VAT certificates.
- 2) Pro forma combined cash includes \$9 million related to Tablo Corporation's anti-dilution investment less transaction costs
- 3) Mineral Reserves and Mineral Resources estimates as at December 31, 2015 as per Company disclosure. For more information regarding Teranga Gold's Mineral Reserves and Resources, please refer to Teranga Gold's December Quarter and Year-end 2015 Report accessible on the Teranga's website at www.terangagold.com.
- 4) Includes VAT and VAT certificates, \$9 million relating to Tablo Corporation's anti-dilution investment (based on the current Teranga Share price), Gryphon cash balance less transaction costs.
- 5) *Mineral reserves as per Gryphon Minerals 2 Mtpa CIL Bankable Feasibility Study (JORC) released January 31, 2013 and available on Gryphon's website at www.gryphonminerals.com.au.*
- 6) *Mineral resources as per Gryphon Minerals 2Mtpa Heap Leach Feasibility Study (JORC) released August 4, 2014 and available on Gryphon's website at www.gryphonminerals.com.au.*
- 7) Cash flow is the Life of Mine net cash flow based on the Company's most recent NI 43-101 Technical Report ("43-101 plan") filed in March 2016, before income taxes, interest, debt repayments, closure costs, dividends and working capital.
- 8) All-in sustaining costs per ounce is a non-IFRS financial measure and does not have a standard meaning under IFRS. All in sustaining costs per ounce is before stockpile inventory value adjustments and government waiver accruals. Please refer to non-IFRS Performance Measures in the Company's first quarter 2016 MD&A.
- 9) This production profile is based on existing proven and probable reserves only from the Sabodala mining license as disclosed in Teranga Gold's December Quarter and Year-end 2015 Report accessible on the Company's website at www.terangagold.com. Please refer to the mentioned report for full assumptions.
- 10) Over the past several years more than twelve million ounces of measured and indicated resources have been identified within the south eastern Senegal region, including the Massawa, Golouma, Makabingui and Mako projects, along with the Company's own Sabodala gold mine. With exploration work completed to date and the prior exploration success seen in the area Management believes there is a reasonable basis to anticipate future resource to reserve conversion.
- 11) The production target combines the production targets of both Teranga Gold and Gryphon Minerals Banfora Project. The Teranga Gold production target is based solely on proven and probable ore reserves initially reported by Teranga Gold in its NI 43-101 Technical Report dated March 22, 2016. The production target of Gryphon Minerals Banfora Project was based on proven and probable mineral reserves as contained in its January 31, 2013 Gryphon Minerals press release for 2Mtpa CIL Bankable Feasibility Study. For solely illustrative purposes, the production target for Gryphon Minerals Banfora Project was applied uniformly across years beginning in mid-2019 and ending in mid-2029, and does not represent an actual mine plan for Gryphon Minerals Banfora Project. The production targets for both Teranga Gold and Gryphon Minerals Banfora Project are derived from estimates contained in the announcements referenced above. These announcements set out, among other things, the key material assumptions.