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PRESS RELEASE
For Immediate Release

TSX Trading Symbol: TGZ
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DECEMBER QUARTER AND 2012 YEAR END REPORT

Toronto, Canada: February 20, 2013

For a full explanation of Financial, Operating, Exploration and Development results please see the Audited Consolidated Financial Statements and Management's Discussion & Analysis for 2012 at www.terangagold.com.

2012 Annual Guidance Met With Record Production & Profits

- Record annual profit of $79.9 million ($0.33 per share) in 2012 up from a loss of $16.0 million ($0.07 loss per share) in 2011. Record fourth quarter profit of $48.8 million ($0.20 per share) or 106 percent higher than the same prior year period.
- Gold production for 2012 was within original guidance of 210,000 – 225,000 ounces at 214,310 ounces, a Company record and 63 percent higher than for the same 2011 period. Gold production for the three months ended December 31, 2012 was 71,804 ounces, 96 percent higher than the same prior year period.
- Total cash costs for 2012 were within guidance, of $600 - $650 per ounce, at $627[(1)] per ounce sold compared to $782 per ounce for the twelve months ended December 31, 2011, a reduction of 20 percent. Fourth quarter total cash costs were $623 per ounce sold, compared to $809 per ounce in the same prior year period, a reduction of 23 percent.
- Gold hedge book reduced to 59,789 ounces at year end and further reduced to 38,105 ounces as at January 29, 2013. Management expects the hedge book to be extinguished by June 2013.
- The Company's cash, cash equivalents and bullion receivables at December 31, 2012 increased to $45.0 million, including $5.3 million in bullion receivables.
- Gold production for 2013 is expected to be in the range of 190,000 – 210,000 ounces at total cash costs of $650 to $700 per ounce.[1]
- Gora technical study confirmed reserves of 285,000 ounces to be mined over 4-years at total cash costs of $675 to $700 ounce.
- Measured & Indicated resources increased 34 percent to 2.9 million ounces, while reserves remain similar to 2011 net of production.

"With the mill expansion complete and optimization work well underway we expect to be able to maintain an annual production profile of about 200,000 ounces from our mine licence alone. We expect Gora, the most advanced in our exploration pipeline, will be additive to this production base leveraging off of our central milling facility as we target our first phase growth of 250,000 to 350,000 ounces of annual production." said Alan R. Hill, Executive Chairman.

Financial Highlights (details on Page 4)

- Gold revenue for the twelve months ended December 31, 2012 was $350.5 million compared to gold revenue of $236.9 million for the fifteen months ended December 31, 2011. The increase in gold revenue was driven by higher gold sales and spot gold prices. Revenues exclude the impact of realized losses on ounces delivered into forward sales contracts which are classified within losses on gold hedge contracts.
- Consolidated profit for 2012 was $79.9 million ($0.33 per share) up from a loss of $16.0 million ($0.07 loss per share) during the fifteen months ended December 31, 2011. The increase in profit was primarily due to an increase in gross profit from higher revenues, lower regional exploration expenditures and lower gold hedge losses, partly offset by a non-cash impairment charge recorded in 2012, related to an available for sale financial asset.

(1) Total cash costs per ounce sold is a common financial performance measure in the gold mining industry but has no standard meaning under IFRS. For a definition of this metric, please see page 10 of this press release.

"As we eliminate the hedge book by mid-year, we anticipate that the increased cash margins and cash flows will provide us with a stronger balance sheet that should be able to fund our organic growth through our extensive exploration program, while at the same time minimizing shareholder dilution." said Richard Young, President and CEO.

- Capital expenditures for 2012, excluding reserve development expenditures, were $52.9 million, higher than the revised guidance of $50 million, and $9.2 million lower than the fifteen months ended December 31, 2011. Capitalized reserve development costs for the year were $30.4 million, higher than the revised guidance of $25 million, and $16.0 million higher than the fifteen months ended December 31, 2011. The increase over 2011 was the result of a focus on expanding resources within the Sabodala pit and converting resources to reserves.

- Total cash costs for 2012 were within guidance, of $600 - $650 per ounce, at $627 per ounce sold compared to $782 per ounce for the twelve months ended December 31, 2011, a reduction of 20 percent. The decrease in cash costs were mainly due to higher ounces produced.

- Total production costs, comprised of total cash costs including total depreciation and amortization for the year were $850 per ounce sold, down from $1,031 per ounce sold for the twelve months ended December 31, 2011.

- Realized gold price for 2012 was $1,422 per ounce sold compared to $1,236 per ounce sold for the twelve months ended December 31, 2011. The higher realized gold price for 2012 reflects a lower percentage of gold delivered into forward sales contracts due to the buyback of 52,105 ounces during the second quarter of 2012, as well as higher gold prices in 2012.

Operating Highlights (details on Page 4)

- Total tonnes mined for 2012 were 12 percent higher than the twelve months ended December 31, 2011 and 4 percent higher than planned. Ore tonnes mined were lower than plan but at better grades resulting in similar ounces mined compared to plan.

- Mill throughput for the twelve months ended December 31, 2012 was similar to the same prior year period as an increase in the milling capacity with the completion of the mill expansion in the third quarter 2012, was offset by lower throughput rates from harder ore processed in 2012 compared to the softer material that was available in 2011. Compared to budget, mill throughput for 2012 was approximately 20 percent lower than plan due to delays in commissioning the crushing circuit as part of the mill expansion.

- In the third quarter of 2012, the Company added depth to its management team to focus on growth. Alan Hill was appointed Executive Chairman, formerly Chairman and Chief Executive Officer and Richard Young was appointed President and Chief Executive Officer, formerly President and Chief Financial Officer. Mark English was also promoted to Vice President, Sabodala Operations, formerly Manager, Sabodala Gold Operations. In addition, Navin Dyal and Paul Chawrun were appointed Vice President and Chief Financial Officer and Vice President, Technical Services, respectively.

Exploration Highlights

- The Sabodala Pit optimization work completed in the first quarter of 2012, based on the high grade drill results from the fourth quarter of 2011, defined a projected pit shell that included the Lower Flat Zone ("LFZ") at depth.

- Conversion of a large portion of these resources to open pit reserves will likely require higher gold prices as the orientation of both the Main Flat Extension ("MFE") and LFZ appear to be more steeply dipping than originally anticipated, negatively affecting the economics of an enlarged pit shell.

- The 2013 drill program for Sabodala is expected to be completed in the first quarter of 2013. At that time Management will assess the economics of both a larger open pit as well as evaluate an underground development option in the LFZ.

- Drilling in 2012 successfully extended the Masato mineralized limits to the south and down dip onto Teranga's mine licence ("ML") defining approximately 700,000 ounces of Inferred Resource.

- In 2012, we drilled 104,400 metres at a cost of $26 million on the ML. The original ML budget was $20 million but was expanded during the year to follow up on positive drill results at Sabodala.

- Within the regional land package ("RLP") we completed 62,500 metres of RAB drilling, 42,300 metres of RC and 2,400 metres of diamond drilling on 25 of our anomalies and targets, at a cost of $20 million, including Gora.

- The program for 2013 has been budgeted and will focus on fast-tracking work on our current priority targets at Nienyenko, Soreto, Diabougou, Tourokhoto-Marougou and Saiensoutou. Other targets will be followed up as work progresses on the RLP. A minimum budget of $20 million is allocated for the combined exploration programs on the RLP and ML. Additional funding is available and will be allocated on a priority basis for prospects with clear potential for reserves definition.

Development Highlights

- At the Gora deposit, a combination of receipt of final assays, re-modelling and application of geo-statistics resulted in an increase in the Measured and Indicated Resource to 374,000 ounces of gold at 5.0 gpt. Technical and environmental work continued during 2012 and has progressed to initiate the permitting process in the first quarter of 2013.

- Gora is planned to be operated as a satellite to the Sabodala mine with limited local infrastructure and development. Ore will be trucked to, and processed at, our existing mill on a priority basis, displacing Sabodala feed as required.

- Mining by open pit methods will produce approximately 500,000 tonnes of ore per year for four years with a grade ranging from 2.8 gpt to 4.9 gpt, with an average mined feed grade of 4.22 gpt gold, containing 285,000 ounces(2) of gold. Metallurgical testing has revealed that Gora ore has similar properties to the Sabodala ore body and therefore blending will not impact overall gold recovery.

- The primary cost is the purchase of the mobile equipment fleet, which will be utilized as part of Teranga's long term mine plan upon completion of Gora. Additional costs include installation of the required infrastructure and project execution costs. The project capital cost is estimated to be $45 to $50 million.

- Total cash costs for Gora are estimated to average $675 to $700 per ounce sold on a life-of-mine basis. The Project economics based on the proposed operating scenario and a discount rate of 5 percent, return an after tax net present value (NPV 5 percent) of $105 million and an internal rate return (IRR) of 69 percent at an assumed gold price of $1500 per ounce.

Reserves

- Total reserves as of December 31, 2012 on the ML were 33.13 million tonnes at 1.22 gpt totalling 1.30 million ounces, a decrease of 235,000 ounces or 15 percent. Since the updated reserves reflect drill assay results through August 2012, all drill results after August 20, 2012 will be included in an updated reserve in 2013.

- As at August 20, 2012, Measured and Indicated Resources at Sabodala increased by approximately 0.7 million ounces to 2.1 million ounces, a 43 percent increase over Measured and Indicated Resources as at December 31, 2011, before production.

- Full details regarding our Reserves and Resources as of December 31, 2012 (based upon August 2012 assay results) can be found in the Reserves & Resources section of the Management Discussion and Analysis.

(2) This production target is based on proven and probable reserves only.

Review of Financial Results

(US$000's)	Twelve months ended December 2012 Current	Fifteen months ended December 2011 Restated (i)
Revenue	350,520	236,873
Cost of sales	(179,323)	(148,812)
	171,197	**88,061**
Exploration and evaluation expenditures	(16,657)	(31,659)
Administration expenses	(17,931)	(13,448)
Share based compensation	(4,694)	(12,411)
Finance costs	(7,789)	(2,946)
Losses on gold hedge contracts	(15,274)	(47,943)
Gains/(losses) on oil hedge contracts	(427)	2,203
Net foreign exchange (losses)/gains	(2,574)	4,486
Impairment of available for sale financial asset	(11,917)	-
Other income	36	848
Profit/(loss) before income tax	**93,970**	**(12,809)**
Income tax benefit	115	92
Profit/(loss) for the period	**94,085**	**(12,717)**
Profit/(loss)attributable to non-controlling interest	14,161	3,323
Profit/(loss) attributable to shareholders of Teranga	**79,924**	**(16,040)**
Basic earnings/(losses) per share	0.33	(0.07)

Review of Operational Results

		Three months ended December 31,		Twelve months ended December 31,	
		2012	2011 restated	2012	2011 restated
Operating results					
Ore mined	('000t)	2,038	1,715	5,915	3,973
Waste mined	('000t)	5,274	4,736	22,962	21,818
Total mined	('000t)	7,312	6,451	28,877	25,791
Grade mined	(g/t)	2.04	1.50	1.98	1.39
Ounces mined	(oz)	133,549	82,710	376,185	177,362
Strip ratio	waste/ore	2.6	2.8	3.9	5.5
Ore milled	('000t)	725	604	2,439	2,444
Head grade	(g/t)	3.40	2.10	3.08	1.87
Recovery rate	%	90.7	89.8	88.7	89.5
Gold produced (1)	(oz)	71,804	36,695	214,310	131,461
Gold sold	(oz)	71,604	34,665	207,814	137,136
Average price received	$/oz	1,296	1,482	1,422	1,236
Total cash cost (incl. royalties)(2)	$/oz sold	623	809	627	782
Mining (cost/t mined)		3.1	2.5	2.7	2.3
Milling (cost/t milled)		19.9	17.3	20.4	16.8
G&A (cost/t milled)		6.4	6.2	6.2	5.8

Note (1) Gold produced represents change in gold in circuit inventory plus gold recovered during the period

Note (2) Cash cost per ounce is a non-IFRS financial measure with no standard meaning under IFRS

Cost of Sales

	Twelve months ended December 31	Fifteen months ended December 31,
	2012	2011
	Current	Restated (i)
Mine production costs	145,831	126,125
Depreciation and amortization	52,660	40,077
Royalties	10,491	7,035
Rehabilitation	36	9
Inventory movements	(29,695)	(24,434)
Total cost of sales	**179,323**	**148,812**

2013 Guidance

		Year ending December 31,			
		2012	2013		
		Actuals	Guidance Range		
Operating results					
Ore mined	('000t)	5,915	4,000	-	4,500
Waste mined	('000t)	22,962	31,000	-	32,000
Total mined	('000t)	28,877	35,000	-	36,500
Grade mined	(g/t)	1.98	1.40	-	1.60
Strip ratio	waste/ore	3.9	7.00	-	7.75
Ore milled	('000t)	2,439	3,300	-	3,400
Head grade	(g/t)	3.08	2.00	-	2.15
Recovery rate	%	88.7	89.0	-	91.0
Gold produced	(oz)	214,310	190,000	-	210,000
Gold sold	(oz)	207,814	190,000	-	210,000
Total cash cost (incl. royalties)[(1)(2)]	$/oz sold	627	650	-	700
Total production cost[(1)]	$/oz sold	850	950	-	1,000
Mining (cost/t mined)		2.71	2.50	-	2.70
Milling (cost/t milled)		20.39	19.00	-	20.00
G&A (cost/t milled)		6.16	5.00	-	6.00
Mine production costs	$ millions	145.8	170.0	-	180.0
Capital Expenditures					
Mine site	$ millions	52.9	20.0	-	25.0
Capitalized reserve development	$ millions	26.1	5.0	-	10.0
Gora development costs					
Mobile equipment	$ millions	-	30.0	-	35.0
Site development	$ millions	4.3	15.0	-	20.0
Total Gora development costs	$ millions	4.3	45.0	-	50.0
Capitalized deferred stripping[(2)]	$ millions	N/A	35.0	-	40.0
Total Capital Expenditures	$ millions	**83.3**	**105.0**	**-**	**125.0**
Exploration (expensed)	$ millions	**16.7**	**10.0**	**-**	**15.0**
Administration expense	$ millions	**17.9**	**15.0**	**-**	**20.0**
Hedge close-outs / deliveries	(oz)	**136,395**	**59,789**		

[1]Total cash cost per ounce and total production cost per ounce are non-IFRS financial measures with no standard meaning under IFRS. For definitions of these metrics, please see page 26 of the Management Discussion and Analysis.

[2] For 2013, reflects the impact of adoption of a new IFRS standard for deferred stripping. Please see page 25 of the Management Discussion and Analysis.

TERANGA GOLD CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME / LOSS

(US$000's, except per share amounts)

	Twelve months ended December 31, 2012	Fifteen months ended December 31, 2011
Revenue	350,520	236,873
Cost of sales	(179,323)	(148,812)
Gross profit	**171,197**	**88,061**
Exploration and evaluation expenditures	(16,657)	(31,659)
Administration expenses	(17,931)	(13,448)
Share based compensation	(4,694)	(12,411)
Finance costs	(7,789)	(2,946)
Losses on gold hedge contracts	(15,274)	(47,943)
(Losses)/gains on oil hedge contracts	(427)	2,203
Net foreign exchange (losses)/ gains	(2,574)	4,486
Impairment of available for sale financial asset	(11,917)	-
Other income	36	848
	(77,227)	**(100,870)**
Profit/(loss) before income tax	**93,970**	**(12,809)**
Income tax benefit	115	92
Profit/(loss) for the period	**94,085**	**(12,717)**
Profit/(loss) attributable to:		
Shareholders	79,924	(16,040)
Non-controlling interests	14,161	3,323
Profit/(loss) for the period	**94,085**	**(12,717)**
Other comprehensive income/(loss):		
Exchange differences arising on translation of Teranga corporate entity	(63)	(935)
Change in fair value of available for sale financial asset, net of tax	6,775	(1,319)
Other comprehensive income/(loss) for the period	**6,712**	**(2,254)**
Total comprehensive income/(loss) for the period	**100,797**	**(14,971)**
Total comprehensive income/(loss) attributable to:		
Shareholders	86,636	(18,294)
Non-controlling interests	14,161	3,323
Total comprehensive income/(loss) for the period	**100,797**	**(14,971)**
Earnings/(losses) per share from operations attributable to the shareholders of the Company during the period		
- basic earnings/(losses) per share	0.33	(0.07)
- diluted earnings/(losses) per share	0.33	(0.07)

TERANGA GOLD CORPORATION

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(US$000's)

	As at December 31, 2012	As at December 31, 2011
Current assets		
Cash and cash equivalents	39,722	7,470
Short-term investments	-	593
Restricted cash	-	3,004
Trade and other receivables	6,482	20,447
Inventories	82,474	48,365
Financial derivative assets	456	2,288
Other assets	12,896	12,751
Available for sale financial assets	15,010	19,800
Total current assets	**157,040**	**114,718**
Non-current assets		
Inventories	40,659	31,942
Financial derivative assets	-	532
Property, plant and equipment	241,838	238,510
Mine development expenditures	109,060	89,825
Intangible assets	1,859	1,085
Total non-current assets	**393,416**	**361,894**
Total assets	**550,456**	**476,612**
Current liabilities		
Trade and other payables	44,823	43,238
Borrowings	10,415	16,468
Financial derivative liabilities	51,548	79,241
Provisions	1,940	1,954
Total current liabilities	**108,726**	**140,901**
Non-current liabilities		
Financial derivative liabilities	-	50,318
Provisions	10,312	9,215
Borrowings	58,193	7,509
Total non-current liabilities	**68,505**	**67,042**
Total liabilities	**177,231**	**207,943**
Equity		
Issued capital	305,412	305,412
Foreign currency translation reserve	(998)	(935)
Equity-settled share based compensation reserve	16,358	12,599
Investment revaluation reserve	5,456	(1,319)
Accumulated income/(loss)	36,549	(43,375)
Equity attributable to shareholders	**362,777**	**272,382**
Non-controlling interests	10,448	(3,713)
Total equity	**373,225**	**268,669**
Total equity and liabilities	**550,456**	**476,612**

TERANGA GOLD CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(\US$000's)

	Twelve months ended December 31, 2012	Fifteen months ended December 31, 2011
Issued capital		
At January 1, 2012 / October 1, 2010	305,412	
Shares issued on incorporation of the Company	-	-
Shares issued on the acquisition of the Sabodala gold mine and a regional exploration package	-	186,665
Shares issued from public and private offerings	-	135,005
Less: Share issue costs	-	(16,258)
At December 31	305,412	305,412
Foreign currency translation reserve		
At January 1, 2012 / October 1, 2010	(935)	-
Exchange difference arising on translation of Teranga corporate entity	(63)	(935)
At December 31	(998)	(935)
Equity-settled share based compensation reserve		
At January 1, 2012 / October 1, 2010	12,599	-
Equity-settled share based compensation reserve	3,759	12,599
At December 31	16,358	12,599
Investment revaluation reserve		
At January 1, 2012 / October 1, 2010	(1,319)	-
Impairment of available for sale financial asset	1,319	-
Change in fair value of available for sale financial asset, net of tax	5,456	(1,319)
At December 31	5,456	(1,319)
Accumulated income/(loss)		
At January 1, 2012 / October 1, 2010	(43,375)	-
Profit/(Loss) attributable to shareholders	79,924	(16,040)
Impact of change in accounting policy	-	(27,335)
At December 31	36,549	(43,375)
Non-controlling interest		
At January 1, 2012 / October 1, 2010	(3,713)	-
Non-controlling interest arising from demerger - November 23, 2010	-	(7,036)
Non-controlling interest - portion of profit for the period	14,161	3,323
At December 31	10,448	(3,713)
Total shareholders' equity at December 31	**373,225**	**268,669**

TERANGA GOLD CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOW
(US$000's)

	Twelve months ended December 31, 2012	Fifteen months ended December 31, 2011
Cash flows related to operating activities		
Profit/(loss) for the period	94,085	(12,717)
Depreciation of property, plant and equipment	41,999	29,541
Depreciation of capitalized mine development costs	11,142	10,200
Amortization of intangibles	650	490
Amortization of borrow ing costs	877	328
Unw inding of discount	53	47
Share based compensation	3,759	12,411
Net change in losses on gold hedge	(39,010)	(1,789)
Net change in losses on oil hedge	2,364	113
Buyback of gold hedge sales contracts	(39,000)	-
Income tax paid	-	(638)
Mine restoration and rehabilitation provision	-	425
Deferred income tax benefit on reversal of temporary differences	-	(231)
Impairment of available for sale financial asset	11,917	-
Profit on disposal of property, plant and equipment	(131)	-
Changes in w orking capital	(16,256)	(33,048)
Net cash provided by operating activities	**72,449**	**5,132**
Cash flows related to investing activities		
Decrease/(Increase) in restricted cash	3,004	(3,004)
Redemption of short-term investments	593	181
Expenditures for property, plant and equipment	(51,451)	(60,825)
Expenditures for mine development	(30,377)	(14,359)
Acquisition of intangibles	(1,424)	(1,208)
Proceeds on disposal of property, plant and equipment	195	-
Payment for acquisition of Sabodala gold mine and regional land package net of cash acquired	-	(34,307)
Net cash used in investing activities	**(79,460)**	**(113,522)**
Cash flows related to financing activities		
Proceeds from issuance of capital stock, net of issue costs	-	118,747
Loan facility, net of borrow ing cost paid	57,695	-
Repayment of borrow ings	(16,799)	(10,849)
Draw dow n from finance lease facility, net of financing cost paid	2,857	9,612
Interest paid on borrow ings	(4,075)	(2,248)
Net cash provided by financing activities	**39,678**	**115,262**
Effect of exchange rates on cash holdings in foreign currencies	(415)	598
Net increase in cash and cash equivalents held	**32,252**	**7,470**
Cash and cash equivalents at the beginning of financial period	**7,470**	**-**
Cash and cash equivalents at the end of financial period	**39,722**	**7,470**

CORPORATE DIRECTORY

Directors
Alan Hill, Executive Chairman
Richard Young, President and CEO
Christopher Lattanzi, Non-Executive Director
Oliver Lennox-King, Non-Executive Director
Alan Thomas, Non-Executive Director
Frank Wheatley, Non-Executive Director

Senior Management
Alan Hill, Executive Chairman
Richard Young, President and CEO
Mark English, Vice President, Sabodala Operations
Paul Chawrun, Vice President, Technical Services
Navin Dyal, Vice President and CFO
David Savarie, Vice President, General Counsel & Corporate Secretary
Kathy Sipos, Vice President, Investor & Stakeholder Relations
Macoumba Diop, General Manager and Government Relations Manager, SGO

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Non-IFRS Financial Measures

The Company provides some non-IFRS measures as supplementary information that management believes may be useful to investors to explain Teranga's financial results.

"Average realized price" is a financial measure with no standard meaning under IFRS. Management uses this measure to better understand the price realized in each reporting period for gold and silver sales. Average realized price excludes from revenues unrealized gains and losses on non-hedge derivative contracts. The average realized price is intended to provide additional information only and does not have any standardized definition under IFRS; it should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Other companies may calculate this measure differently.

"Total cash cost per ounce sold" is a common financial performance measure in the gold mining industry but has no standard meaning under IFRS. The Company reports total cash costs on a sales basis. We believe that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The measure, along with sales, is considered to be a key indicator of a Company's ability to generate operating earnings and cash flow from its mining operations.

Total cash costs figures are calculated in accordance with a standard developed by The Gold Institute, which was a worldwide association of suppliers of gold and gold products and included leading North American gold producers. The Gold Institute ceased operations in 2002, but the standard is considered the accepted standard of reporting cash cost of production in North America. Adoption of the standard is voluntary and the cost measures presented may not be comparable to other similarly titled measure of other companies.

"Total depreciation and amortization per ounce sold" is a common financial performance measure in the gold mining industry but has no standard meaning under IFRS. It is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

FORWARD LOOKING STATEMENTS

Certain information included in this announcement, including any information as to the Company's strategy, projects, exploration programs, joint venture ownership positions, plans, future financial or operating performance and other statements that express management's expectations or estimates of future performance, constitute "forward-looking statements". The words "believe", "expect", "will", "intend", "anticipate", "project", "plan", "estimate", "on track" and similar expressions identify forward looking statements. Such forward-looking statements are necessarily based upon a number of estimates, assumptions, opinions and analysis made by management in light of its experience that, while considered reasonable, may turn out to be incorrect and involve known and unknown risks, uncertainties and other factors, in each case that may cause the actual financial results, performance or achievements of the Company to be materially different from the Company's estimated future results, performance or achievements expressed or implied by those forward-looking statements. Such forward-looking statements are not guarantees of future performance. These assumptions, risks, uncertainties and other factors include, but are not limited to: assumptions regarding general business and economic conditions; conditions in financial markets and the future financial performance of the company; the impact of global liquidity and credit availability on the timing of cash flows and the values of assets and liabilities based on projected future cash flows; the supply and demand for, deliveries of, and the level and volatility of the worldwide price of gold or certain other commodities (such as silver, fuel and electricity); fluctuations in currency markets, including changes in U.S. dollar and CFA Franc interest rates; risks arising from holding derivative instruments; adverse changes in our credit rating; level of indebtedness and liquidity; ability to successfully complete announced transactions and integrate acquired assets; legislative, political or economic developments in the jurisdictions in which the Company carries on business; operating or technical difficulties in connection with mining or development activities; employee relations; availability and costs associated with mining inputs and labor; the speculative nature of exploration and development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of reserves; changes in costs and estimates associated with our projects; the accuracy of our reserve estimates (including with respect to size, grade and recoverability) and the geological, operational and price assumptions on which these are based; contests over title to properties, particularly title to undeveloped properties; the risks involved in the exploration, development and mining business, as well as other risks and uncertainties which are more fully described in the Company's A.I.F. and in other Company filings with securities and regulatory authorities which are available at www.sedar.com. Accordingly, readers should not place undue reliance on such forward looking statements. Teranga expressly disclaims any intention or obligation to update or revise any forward looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

COMPETENT PERSONS STATEMENT

The technical information contained in this Report relating to the mineral reserve estimates within the Sabodala, Sutuba, Niakafiri and Gora deposits and the Stockpiles, is based on information compiled by Julia Martin, P.Eng., MAusIMM (CP), a full time employee with AMC Mining Consultants (Canada) Ltd., is independent of Teranga, is a "qualified person" as defined in NI 43-101 and a "competent person" as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Ms. Martin has sufficient experience relevant to the style of mineralization and type of deposit under consideration and to the activity she is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Ms Martin has reviewed and accepts responsibility for the reserve estimates disclosed above. Ms Martin has consented to the inclusion in the report of the matters based on her information in the form and context in which it appears in this Report.

The technical information contained in this Report relating to the mineral resources is based on information compiled by Ms. Patti Nakai-Lajoie, who is a Member of the Association of Professional Geoscientists of Ontario. Ms. Patti Nakai-Lajoie is full time employee of Teranga and is not "independent" within the meaning of National Instrument 43-101. Ms. Patti Nakai-Lajoie has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Ms. Patti Nakai-Lajoie is a "Qualified Person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects and she consents to the inclusion in the report of the matters based on her information in the form and context in which it appears in this Report.

The technical information contained in this Report relating to exploration results is based on information compiled by Mr. Martin Pawlitschek, who is a Member of the Australian Institute of Geoscientists. Mr. Pawlitschek is a consultant of Teranga and is not "independent" within the meaning of National Instrument 43-101. Mr. Pawlitschek has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr. Pawlitschek is a "Qualified Person" in accordance with NI 43-101 and he consents to the inclusion in the report of the matters based on his information in the form and context in which it appears in this Report.