

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

**ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS
OF THE CORPORATION (THE “MEETING”)
HELD ON THURSDAY, JULY 18, 2013
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 Amended and Restated Management Proxy Circular, dated June 21, 2013 (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 following individuals were elected as directors of the Corporation as approved by a vote by ballot, 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, as follows:

Name	Votes “For” (%)	Votes “Withheld” (%)
Alan Hill	100,780,310 (54.85%)	82,969,457 (45.15%)
Richard Young	161,094,017 (87.67%)	22,655,750 (12.33%)
Christopher Lattanzi	103,778,412 (56.48%)	79,971,355 (43.52%)
Alan Thomas	103,782,625 (56.48%)	79,967,142 (43.52%)
Frank Wheatley	143,817,209 (78.27%)	39,932,558 (21.73%)
Edward Goldenberg	161,115,804 (87.68%)	22,632,083 (12.32%)

2. Appointment of Auditor

The appointment of Ernst & Young LLP as the auditor of the Corporation, to hold office until the next annual meeting of shareholders of the Corporation, and the authorization of the directors of the Corporation to fix the auditor’s remuneration, was approved by a resolution passed by a vote by ballot, with 186,886,050 (99.56%) total votes cast “FOR” and 823,061 (0.44%) total votes “WITHHELD”.

3. Approval of the Share Issuance Resolution

The Share Issuance Resolution was approved by a resolution passed by a vote by ballot, with 182,968,486 (98.80%) total votes cast “FOR” and 2,219,084 (1.20%) total votes cast “AGAINST”.

4. Approval of the Advance Notice By-Law Resolution

The Advance Notice By-Law Resolution was approved by a resolution passed by a vote by ballot, with 130,016,635 (70.74%) total votes cast "FOR" and 53,783,472 (29.26%) total votes cast "AGAINST".

Dated July 18, 2013