

**Notice under Section 708A(5)(e) of the Corporations Act**

2 May 2014

On 1 May 2014, Teranga Gold Corporation (**Company**) (ASX/TSX: TGZ) completed the issue of 36,000,000 fully paid common shares (**Shares**) (2,045,448 of which were issued in the form of Chess Depositary Interests (**CDIs**)) at an issue price of CAD\$0.83 per Share, the terms of which were detailed in the Company's ASX announcement of 17 April 2014 (**Placement**).

Common shares of the Company may be converted into CDIs (which may be traded on the ASX) at any time at the election of the holder of those common shares.

The Corporations Act 2001 (Cth) (**Act**) restricts the offer for sale of securities without a disclosure document unless the relevant sale satisfies an exemption as set out in section 708 or 708A of the Act. Accordingly, the Company seeks to rely on an exemption in section 708A of the Act with respect to the sale of Shares and CDIs issued pursuant to the Placement.

As at 2 May 2014, the Company gives notice under section 708A(5)(e) of the Act that:

- (a) the Company issued the Shares and CDIs without disclosure to investors under Part 6D.2 of the Act;
- (b) the Company has complied with the requirements of Chapter 2M (as they apply to the Company) and section 674 of the Act; and
- (c) there is no "excluded information" of the type referred to in sections 708A(7) or 708A(8) of the Act.

Yours faithfully



David Savarie  
Company Secretary & Legal Counsel  
**Teranga Gold Corporation**