

TERANGA GOLD CORPORATION

Treasury Offering of Common Shares

Terms and Conditions

(All amounts shown in C\$, unless otherwise indicated)

April 10, 2014

A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in each of the provinces of Canada, except Québec.

Copies of the preliminary short form prospectus may be obtained from Susan Samila-Moroz (office: 416-943-6405; email: ssmoroz@cormark.com) or Christine Dolap (office: 416-943-6414; email: cdolap@cormark.com). There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Issuer:	Teranga Gold Corporation (the “Company”).
Offering:	Treasury offering of 36,000,000 common shares (the “Issued Shares”).
Issue Price:	\$0.83 per Issued Share (the “Issue Price”).
Gross Proceeds:	\$29,880,000.
Over-Allotment Option:	The Company has granted the Underwriters an option, exercisable at the Issue Price at any time until 30 days following the closing of the Offering, to purchase up to an additional 15% of the Offering (5,400,000 Issued Shares to cover over-allotments, if any).
Use of Proceeds:	The net proceeds of the Offering will be used for general corporate purposes.
Offering Basis:	Offered publicly in (i) each of the provinces of Canada, except Quebec, by way of a short form prospectus; (ii) the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended; and (iii) jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction.
Underwriting Basis:	“Bought deal” subject to conventional bought deal termination provisions to be included in a definitive underwriting agreement.
Listing:	The common shares of the Company are listed on the Toronto Stock Exchange (“TSX”).
Eligibility:	Eligible for RRSPs, RRIAs, RESPs, DPSPs and TFSAs.
Commission:	5.0% of the gross proceeds of the Offering payable in cash.
Closing Date:	On or before May 1, 2014.