

May 16, 2013

British Columbia Securities Commission  
Government of Yukon  
Alberta Securities Commission  
Saskatchewan Securities Commission  
Manitoba Securities Commission  
Ontario Securities Commission  
Nova Scotia Securities Commission  
New Brunswick Securities Commission  
Prince Edward Island Securities Commission  
Department of Justice (Newfoundland)  
Government of the Northwest Territories  
Government of Nunavut

**TERANGA GOLD CORPORATION****REPORT OF VOTING RESULTS**

In accordance with Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, we hereby advise of the results of the voting on the matters submitted to the annual general meeting (the “Meeting”) of the shareholders (the “Shareholders”) of Teranga Gold Corporation (the “Corporation”) held on March 29, 2012. At the Meeting, Shareholders were asked to consider certain annual meeting matters.

The matters voted upon at the Meeting and the results of the voting were as follows:

**Item 1: Setting Number of Directors**

Setting the number of Directors to be elected at six

<u>Outcome</u>	<u>Votes For</u>	<u>Votes Against</u>
Carried	152,348,542	292,720

**Item 2: Election of Directors**

The election of the following directors

<u>Name</u>	<u>Outcome</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Alan R. Hill	Carried	151,685,453	372,990
Richard S. Young	Carried	151,756,561	301,882
Christopher R. Lattanzi	Carried	151,692,297	366,146
Oliver Lennox-King	Carried	148,883,131	3,175,312
Alan R. Thomas	Carried	148,529,794	3,528,649
Frank D. Wheatley	Carried	145,218,190	6,840,253

**Item 3: Appointment of Auditors**

The appointment of Deloitte & Touche LLP, Chartered Accountants as auditor of the Corporation until its successor is appointed and the directors of the Corporation were authorized to fix the remuneration of the auditor.

Outcome	Votes For	Votes Withheld
Carried	152,627,247	12,757

**TERANGA GOLD CORPORATION**By: 

David R. Savarie

VP, General Counsel &amp; Corporate Secretary