

**TERANGA GOLD CORPORATION
(THE "CORPORATION")**

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
OF THE CORPORATION (THE "MEETING")
HELD ON TUESDAY, MAY 12, 2015
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 Management Proxy Circular, dated March 30, 2015 (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 seven nominees proposed in the Circular were elected as directors of the Corporation, 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. The vote was conducted by a show of hands. The report on proxies indicated:

Name	Votes "For" (%)	Votes "Withheld" (%)
Alan Hill	170,364,341 (95.97%)	7,149,296 (4.03%)
Richard Young	170,628,777 (96.12%)	6,884,860 (3.88%)
Christopher Lattanzi	170,573,154 (96.09%)	6,940,483 (3.91%)
Alan Thomas	170,538,151 (96.07%)	6,975,486 (3.93%)
Frank Wheatley	170,528,961 (96.07%)	6,984,676 (3.93%)
Edward Goldenberg	168,132,605 (94.72%)	9,381,032 (5.28%)
Jendayi Frazer	170,659,596 (96.15%)	6,834,147 (3.85%)

2. Appointment of Auditor

Ernst & Young LLP were appointed to the office of auditors of the Corporation until the next annual meeting of shareholders, and the directors of the Corporation were authorized to fix the auditor's remuneration. The vote was conducted by a show of hands. The report on proxies indicated 197,300,887 (99.96%) votes cast "FOR" and 75,167 (0.04%) votes "WITHHELD".

Dated May 12, 2015