
Teranga Gold One Step Closer to Acquisition of Gryphon Minerals

Court of Australia approves the release of the Scheme Booklet and orders the convening of the Scheme Meeting

Toronto, Ontario – August 16, 2016 – Teranga Gold Corporation ("Teranga" or the "Company") (TSX/ASX:TGZ) announces that as part of its proposed acquisition of Gryphon Minerals Limited ("Gryphon") (ASX:GRY) (the "Proposed Gryphon Acquisition"), the Federal Court of Australia has today approved the Scheme Booklet for distribution to Gryphon shareholders and ordered that Gryphon convene the Scheme Meeting.

Scheme Meeting & Scheme Booklet

The Scheme Meeting will be held at 10.00am (Perth time) on Friday, September 23, 2016 at 38 Station Street, Subiaco WA 6008. The Scheme Meeting has been convened so that Gryphon shareholders can consider and, if thought fit, agree to the proposal by Teranga to acquire all the ordinary shares in Gryphon by way of a scheme of arrangement in consideration for 0.169 Teranga CHESSE Depository Interests or 0.169 common shares of Teranga.

The Scheme Booklet was lodged with the Australian Securities and Investment Commission for registration today. Copies of the Scheme Booklet are expected to be dispatched to Gryphon shareholders (either by post or electronically) on or about August 22, 2016.

Indicative Timetable*

23 September 2016	Scheme Meeting
28 September 2016	Second Court Hearing for approval of the Scheme
6 October 2016	Record Date for determining entitlement to Scheme Consideration
13 October 2016	Implementation of the Scheme and issue of the Scheme Consideration

*The above dates are indicative only and are subject to change.

Independent Expert's Report and Gryphon Directors' Recommendation

The Scheme Booklet contains a report by the Independent Expert, KPMG Financial Advisory Services (Australia) Pty Ltd. The Independent Expert has concluded that in the absence of a superior proposal, the Scheme is fair and reasonable and therefore is in the best interests of shareholders.

The Gryphon Directors have unanimously recommended that Gryphon shareholders vote in favour of the Scheme in the absence of a superior proposal. Each Gryphon Director intends to vote in favour of the Scheme in relation to all of the Gryphon shares held by them, or on their behalf, at the time of the Scheme Meeting in the absence of a superior proposal.

Cautionary Forward-Looking Statement

This press release contains certain statements that constitute forward-looking information within the meaning of applicable securities laws ("forward-looking statements"), which reflects management's expectations regarding Teranga Gold Corporation's ("Teranga" or the "Company") future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "plans", "will be", "expects", "scheduled", "forecasts", "anticipate" or "does not anticipate", "believe", "intends", "indicative", "ability to" and similar expressions



or statements that certain actions, events or results “may”, “could”, “would”, “might”, “will”, or are “likely” to be taken, occur or be achieved, have been used to identify such forward looking information. Although the forward-looking information reflect management’s current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions, Teranga cannot be certain that actual results will be consistent with such forward looking information. Teranga cautions you not to place undue reliance upon any such forward-looking statements.

The risks and uncertainties that may affect forward-looking statements include, among others: the inherent risks involved in exploration and development of mineral properties, including government approvals and permitting, changes in economic conditions, changes in the worldwide price of gold and other key inputs, changes in mine plans and other factors, such as project execution delays, many of which are beyond the control of Teranga, as well as other risks and uncertainties which are more fully described in Teranga’s Annual Information Form dated March 30, 2016, and in other filings of Teranga with securities and regulatory authorities which are available at www.sedar.com. Teranga does not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change. Nothing in this press release should be construed as either an offer to sell or a solicitation to buy or sell Teranga securities.

This press release is dated as of the date on the front page. All references to Teranga include its subsidiaries unless the context requires otherwise.

About Teranga Gold

Teranga is a Canadian-based gold company listed on the Toronto Stock Exchange (TSX:TGZ) and Australian Securities Exchange (ASX:TGZ). Teranga is principally engaged in the production and sale of gold, as well as related activities such as exploration and mine development in West Africa.

Teranga's mission is to create value for all of its stakeholders as it pursues its vision to be a pre-eminent mid-tier gold producer in West Africa. Operating in accordance with the highest international standards and using the best available techniques, Teranga strives to set the benchmark for responsible mining and to be a catalyst for sustainable economic, environmental and community development. For more information, please refer to www.terangagold.com.

Contact Information

Richard Young
President & CEO
T: +1 416-594-0000 | E: ryoung@terangagold.com

Trish Moran
Head of Investor Relations
T: +1 416-607-4507 | E: tmoran@terangagold.com