PRODUCING AND EXPLORING

DENVER GOLD SHOW
SEPTEMBER 2012
CAUTIONARY STATEMENT

This presentation contains forward looking information, within the meaning of applicable Canadian securities legislation, and forward looking statements, within the meaning of applicable United States securities legislation, which reflects management’s expectations regarding Teranga Gold Corporation’s (“Teranga” or the “Company”) future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Wherever possible, words such as “plans”, “expects”, “does not expect”, “budget”, “scheduled”, “estimates”, “forecasts”, “anticipate” or “does not anticipate”, “believe”, “intend” and similar expressions or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved, have been used to identify such forward looking information. Although the forward looking information contained in this presentation 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. A number of factors could cause actual results, performance or achievements to differ materially from the results expressed or implied in the forward looking information, including those listed in the “Risk Factors” section of Teranga’s Annual Information Form, dated March 28, 2012 (the “AIF”). These factors should be considered carefully and prospective investors should not place undue reliance on the forward looking information. Forward looking information necessarily involves significant known and unknown risks, assumptions and uncertainties that may cause Teranga’s actual results, performance, prospects and opportunities in future periods to differ materially from those expressed or implied by such forward looking information. Although Teranga has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in the forward looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that the forward looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, prospective investors should not place undue reliance on such forward looking information. Teranga expressly disclaims any intention or obligation to update or revise any forward looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities law.

Forward looking information and other information contained herein concerning mineral exploration and management’s general expectations concerning the mineral exploration industry are based on estimates prepared by management using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which management believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While management is not aware of any misstatements regarding any industry data presented herein, mineral exploration involves risks and uncertainties and industry data is subject to change based on various factors.

In addition, please note that statements relating to “reserves” or “resources” are deemed to be forward looking information as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitably mined in the future. While management has confidence in its projections based on exploration work done to date, the potential quantity and grade disclosed herein is conceptual in nature, and there has been insufficient exploration to define a mineral resource, therefore it is uncertain if further exploration will result in the targets being delineated as a mineral resource.

This presentation does not constitute in any way an offer or invitation to subscribe for securities in Teranga pursuant to the Corporations Act 2001 (Cth) and has not been lodged with the Australian Securities and Investment Commission.
OUR VISION

To become a preeminent gold producer in West Africa while setting the benchmark for responsible mining

Phase 1: Become a mid-tier gold producer in Senegal with 250,000 to 350,000 ounces\(^{(1)}\) of annual gold production with existing infrastructure

Phase 2: Increase annual gold production to 400,000 to 500,000 ounces\(^{(1)}\)

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\(^{(1)}\) See Key Assumptions on page 27
## CAPITALIZATION SUMMARY

<table>
<thead>
<tr>
<th>Description</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Ticker symbol:</strong></td>
<td>TGZ: TSX/ASX</td>
</tr>
<tr>
<td><strong>Shares outstanding</strong> (1):</td>
<td>245.6M</td>
</tr>
<tr>
<td><strong>Stock options outstanding:</strong></td>
<td>16.7M</td>
</tr>
<tr>
<td><strong>Share price (as at Sept. 06, 2012):</strong></td>
<td>C$2.18</td>
</tr>
<tr>
<td><strong>Market capitalization:</strong></td>
<td>C$535M</td>
</tr>
<tr>
<td><strong>Cash position</strong> (2):</td>
<td>US$35.6M</td>
</tr>
<tr>
<td><strong>Debt</strong> (3)</td>
<td>US$60M</td>
</tr>
<tr>
<td><strong>Mining Fleet Loan Facility</strong> (4):</td>
<td>US$19.6M</td>
</tr>
</tbody>
</table>

(1) As part of the demerger Mineral Deposits Ltd. retained 40 million TGZ shares and received C$50 million from the IPO proceeds.

(2) Includes short-term investments and restricted cash, as at June 30, 2012.

(3) 2-Year Loan Facility with Macquarie Bank – repaid on or before June 30, 2014.

(4) Drawn under the mining fleet finance loan facility with Société Générale as at June 30, 2012.
OVERVIEW OF SENEGAL

- Population of ~12.8M

- Democratic Government
  - Smooth process and power transition in 2012 elections
  - Peaceful democracy since independence from France in 1960
  - Use of the eight-country West African CFA France currency fully guaranteed by the French treasury and pegged to the Euro (WAEMU)
  - Sabodala is the only large-scale gold mine in Senegal

- Government has vested interest in Sabodala’s success given its:
  - 10% free-carried interest
  - 3% gross production royalty
  - 25% income tax (after tax holiday expires in 2015)
  - Employment and regional development opportunities

- Sovereign Long Term Credit Ratings
  - One of only seven African countries rated by both Moody’s and S&P
  - Moody’s: B1
  - S&P: B+

Sabodala is the only large-scale gold mine in Senegal
CORPORATE SOCIAL RESPONSIBILITY

- CSR is fundamental to the success of our business
- Health, safety, education, sustainability
- Developing schools, health clinics, and improving access to potable water
- Engaged a renowned Canadian group to assist us in putting together a comprehensive Regional Development Plan
  - Along with local, regional, and national government
- Improve the livelihoods of those in the communities in which we operate
- A key component of our vision is to set the benchmark in Senegal for responsible mining

Mining Responsibly and Sharing the Benefits
GROWTH STRATEGY

FOCUSED ON GROWING RESERVES\(^{(1)}\)
- Objective: 10-15+ year mine life
  - Growth through exploration
  - Growth through regional opportunities (JV’s, acquisitions)

FOCUSED ON GROWING PRODUCTION\(^{(1)}\)
- Objective: 400,000 – 500,000 oz producer
  - Phase 1: 250,000 – 350,000 oz annually
    - leveraging existing mill, land package all truckable
  - Phase 2: 400,000 – 500,000 oz annually
    - requires another mill expansion

FOCUSED ON BUILDING FINANCIAL STRENGTH
- Eliminating hedge book – quickly but prudently
- Maintain cushion in cash balance
- Margin expansion (lower costs and eliminate hedge)
- Free cash flow to self-fund exploration strategy
- Manageable capex requirements

\(^{(1)}\) See Key Assumptions on page 27
SABODALA GOLD OPERATIONS

- **First gold pour in March 2009**
  - $500M invested to date

- **Mill expansion from 2 Mtpa to ~ 4 Mtpa complete**
  - New ball mill and downstream plant commissioned
  - Secondary crusher and new stockpile/reclaim facility commissioned end of Q2 – bringing mills to full capacity
  - Expands annual production base to ~200,000 oz’s

- **Well developed infrastructure**
  - Located 650 km east of the capital Dakar and ~100 km north of the town Kedougou – paved road within 56 km of mine site
  - 36 MW heavy fuel oil power plant located on site

- **Modest incremental sustaining capital going forward**
FOCUSED ON GROWING PRODUCTION AND CASH MARGINS

- 2012 Outlook: 210,000 – 225,000 oz’s at cash costs of $600 - $650/oz(2)

(1) Assumes $1600/oz gold price and cash cost of $625/oz
(2) This production target is based on existing proven and probable reserves only
FINANCIAL HIGHLIGHTS

Cash and cash equivalents:
- $35.6M at June 30, 2012
- Capex H2 2012 ~$15M
- In H2, more production can be sold at higher spot gold prices, increasing operating cash flow

$60M, 2-Year Loan Facility:
- Amendment of existing facility agreement
- Gold forward sales program declined by 52,105 oz’s to 122,395 oz’s
- Year end balance expected to be 66,000 oz’s, hedge-free by Aug. 2013
FOCUSED ON GROWING RESERVES

Reserves and Resources\(^{(1,2)}\)
December 31, 2011

<table>
<thead>
<tr>
<th>Moz</th>
<th>Proven and Probable Reserves</th>
<th>Measured and Indicated Resources</th>
<th>Inferred Resources</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.7 Moz</td>
<td></td>
<td>2.14 Moz</td>
<td>1.51 Moz</td>
</tr>
</tbody>
</table>

(1) See page 28  (2) M+I Resources are inclusive of reserves
FOCUSED ON GROWING RESERVES

2012 Exploration Program:

1. Mine License Exploration: $20M (90,000m)

2. Regional Exploration: $20M (90,000m)

TOTAL: $40M (180,000m) (+140,000m RAB)

2011 Exploration Program: $46M

Full drill results are posted at terangagold.com
MINE LICENSE EXPLORATION

- Potential to expand gold inventory on ML from 1.55 Moz to 2.5 – 3.5 Moz\(^{(1,2,3)}\) by mid 2013 increasing mine life to ~ 15 yrs

**MAIN FLAT EXTENSION**
One of the principal gold hosts of the Sabodala deposit immediately adjacent to the current ultimate pit
**LOWER FLAT ZONE**
Deeper area directly below the MFE

**MASATO EXTENSION**
Continuation of Masato deposit

**NIAKAFIRI**
Convert resources to reserves and test at depth and along strike between deposits

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(1) Potential to expand existing gold mineralization to between 40 and 50 M tonnes at grades of between 1.5 to 2.0 gpt Au for a total inventory of 2.5 to 3.5 Moz
(2) This exploration target is not a Mineral Resource. The potential quality and grade is conceptual in nature and there has been insufficient exploration to define a Mineral Resource. It is uncertain if further exploration will result in the determination of a Mineral Resource.
(3) See Key Assumptions on page 27
MINE LICENSE EXPLORATION – SABODALA PIT OPTIMIZATION RESULTS

M&I Sabodala Pit Shell Size vs Gold Price

- Pit optimizations run using same parameters as for 2011 EOY Reserves exercise
  - Expanded mill capacity as planned for 2012
  - 90t haul truck based mining fleet
  - No parallel ore treatment processes
  - No UG

- MI+I optimization results show potential for expanded OP mining increment of 800,000 oz's over the M&I pit, namely 1 Moz over today's gold inventory
  - From deeper and peripheral zones
Sabodala MI+I pit optimization at $1,550/oz gold price mines deeper zones just added to model
- 2 Moz contained
- Mines to depth of 480m
- 7:1 strip ratio
• Oromin Joint Venture has identified open pit reserves of 0.5 Moz about 2 km from our mill

2012
• Confirmed strike length of 1,600m and dip extent of 300m and a band of ~40m of solid grade
• Recent results from Masato Down Dip include:
  • 37m at 4.5 gpt; 44m at 2.0 gpt

2012 Objectives
• Infilling 200m x 500m zone identified in 2011 in preparation for resource estimate
• Further definition drilling on the high grade pod of gold mineralization
• Locate southern extension of Masato that strikes toward our ML
• Expect continued positive drilling results to lead to defining a resource by year end

Full drill results are posted at terangagold.com
Niakafiri area has ~300,000 oz’s in reserves in a mineralized envelope of about ~800,000 oz’s
- Deposit remains open below 200m level
- Ongoing community discussions

Full drill results are posted at terangagold.com
1. MINE LICENSE EXPLORATION (ML)  

2. REGIONAL EXPLORATION (RLP)
**THE DONUT**
Large gold complex (7 km x 4 km), high gold anomalism, early stages

**GORA**
Most advanced target, high grade quartz vein, transitioning to development

**TOUROKHOTO**
Large gold anomaly hosted on Main Transcurrent Zone, same as 3 Moz Massawa deposit

**TOUMBOUMBA**
Newest target, potentially second into development, oxide mineralization

REGIONAL EXPLORATION

1,450km²

35km from Mill
REGIONAL EXPLORATION

• ~1,450km² Regional Land Package

• ~40 drill targets to be drill tested in 2012/2013
  • All truckable to mill
  • Further 20 targets to be evaluated with surface sampling or trenching

• 2012 Budget of $20M
TOUMBOUMBA – NEWEST TARGET

- Shear vein system, potential for a small, oxide deposit
- Located 10 km from the Sabodala mill
- 18 close trending gold anomalous zones identified from RAB drilling during 2011

Q2 2012
- Potential for near surface oxide deposit on main Toumboumba mineralized zone
- In April, commenced RC program on a 25m x 25m grid
  - 129 holes, 12,000m completed
  - Numerous high grade intersections including 3m at 38 gpt
- At minimum, potential for economic mill feed

Full drill results are posted at terangagold.com
TOUROKHOTO

- 27 hole RC program, 14,000m, commenced in December 2011, completed during Q1 2012

- Marougou area most promising, southeast of Tourokhoto Main Trend Central area

- Wide-spaced drilling

- Best results include:
  - 14m at 3.25 gpt
  - 12m at 13.2 gpt
  - 8m at 3.6 gpt

- Trend of minimum 1,200m, NE direction, westerly dip

- Represents discovery of new prospect

- Open to north and south

- New drill program to infill and extend the zone along strike expected to commence in Q4

Full drill results are posted at terangagold.com
**DIEGOUN NORTH – “THE DONUT”**

*Cinnamon – northern portion of Donut*
- 14 RC holes, 2,500m
- Results to date include:
  - 8m at 1.9 gpt
  - 15m at 0.5 gpt
  - 6m at 2.8 gpt

*Jam – southern portion of Donut*
- 15 RC holes, 2,900m, 9 DD holes, 2,100m
- Results returned wide, but low grade mineralized intersections
- Large-scale, gold-bearing, hydrothermal alteration system

*Donut*
- Massive target, continue to evaluate during wet season, determine appropriate follow-up program

Full drill results are posted at terangagold.com
SUMMARY – FOCUSED ON GROWTH

1. Only mill in Senegal
2. Largest land position in Senegal
3. Rising production, declining costs
4. Building a stronger balance sheet
   – increasing production and free cash flow with margin expansion
5. Extensive exploration program
6. Experienced management team
PRODUCING AND EXPLORING

DENVER GOLD SHOW
SEPTEMBER 2012
APPENDICES
KEY ASSUMPTIONS

Basis for 2.5 – 3.5 Moz gold inventory from Mine License

- Expand upon existing gold mineralization by an additional 20M to 30M tonnes at grades of between 1.5 and 2.0 gpt for a total inventory of 2.5 to 3.5 Moz from the Sabodala Mining License (“ML”) by June 30, 2013.
- The larger gold inventory base is expected to result from the success of deepening the Sabodala pit to the north along the MFE/LFZ, extension of the Masato pit onto the ML, potential conversion of Niakafiri resources to reserves as well as adding to the gold mineralization inventory below these three large open pits.
- This exploration target is not a Mineral Resource. The potential quantity and grade disclosed herein is conceptual in nature, and there has been insufficient exploration to define a Mineral Resource, therefore it is uncertain if further exploration will result in the targets being delineated as a Mineral Resource.
- The goal of the MFE/LFZ programs is to add 500,000 to 1,000,000 ounces of gold to the open pit mineable gold inventory at an average grade between 1.5 – 2.0 gpt, as well as adding underground gold inventory at an average grade between 3.0 – 4.0 gpt.

Rationale:

- Recent drilling confirms extension of mineralization to the north of the existing pit
- Potential for identification of additional ounces through infill drilling within area of existing resources under the ML
- Minimum 8 drill rigs and exploration budget of US$20M dedicated to ML alone in 2012
- Program to continue to test similar geophysical anomalies and identified structures within the ML
## SABODALA GOLD PROJECT: RESERVES & RESOURCES
**(DECEMBER 31, 2011)**

### Proven and Probable Reserves

<table>
<thead>
<tr>
<th>Area</th>
<th>M Tonnnes</th>
<th>Grade (gpt Au)</th>
<th>M oz Au</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sabodala</td>
<td>23.12</td>
<td>1.49</td>
<td>1.106</td>
</tr>
<tr>
<td>Niakafiri</td>
<td>7.81</td>
<td>1.14</td>
<td>0.287</td>
</tr>
<tr>
<td>Stockpile</td>
<td>4.21</td>
<td>0.94</td>
<td>0.127</td>
</tr>
<tr>
<td>Sutuba</td>
<td>0.49</td>
<td>1.27</td>
<td>0.02</td>
</tr>
<tr>
<td>Gora</td>
<td>1.56</td>
<td>3.12</td>
<td>0.156</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>37.19</strong></td>
<td><strong>1.42</strong></td>
<td><strong>1.696</strong></td>
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</tbody>
</table>

### Measured and Indicated Resources

<table>
<thead>
<tr>
<th>Area</th>
<th>M Tonnnes</th>
<th>Grade (gpt Au)</th>
<th>M oz Au</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sabodala</td>
<td>44.4</td>
<td>1.07</td>
<td>1.53</td>
</tr>
<tr>
<td>Niakafiri</td>
<td>10.7</td>
<td>1.12</td>
<td>0.39</td>
</tr>
<tr>
<td>Gora</td>
<td>1.3</td>
<td>5.22</td>
<td>0.22</td>
</tr>
<tr>
<td>Sutuba</td>
<td>0.5</td>
<td>1.27</td>
<td>0.02</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>56.9</strong></td>
<td><strong>1.17</strong></td>
<td><strong>2.14</strong></td>
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</table>

### Inferred Resources

<table>
<thead>
<tr>
<th>Area</th>
<th>M Tonnnes</th>
<th>Grade (gpt Au)</th>
<th>M oz Au</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sabodala</td>
<td>26.2</td>
<td>1.01</td>
<td>0.85</td>
</tr>
<tr>
<td>Niakafiri</td>
<td>7.2</td>
<td>0.88</td>
<td>0.21</td>
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<tr>
<td>Niakafiri West</td>
<td>7.1</td>
<td>0.82</td>
<td>0.19</td>
</tr>
<tr>
<td>Soukhotro</td>
<td>0.6</td>
<td>1.32</td>
<td>0.02</td>
</tr>
<tr>
<td>Gora</td>
<td>0.3</td>
<td>4.16</td>
<td>0.04</td>
</tr>
<tr>
<td>Diadiako</td>
<td>2.9</td>
<td>1.27</td>
<td>0.12</td>
</tr>
<tr>
<td>Majiva</td>
<td>2.6</td>
<td>0.64</td>
<td>0.05</td>
</tr>
<tr>
<td>Toumboumba</td>
<td>0.9</td>
<td>1.5</td>
<td>0.04</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>47.8</strong></td>
<td><strong>0.98</strong></td>
<td><strong>1.51</strong></td>
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## MANAGEMENT

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Experience</th>
</tr>
</thead>
</table>
| Alan R. Hill          | Executive Chairman                    | • Mining engineer with over 20 years experience globally in project evaluations, acquisitions and mine development as Executive VP of Barrick Gold  
• Currently a Director of Gold Fields  
• Former President and CEO of Gabriel Resources (2005 – 2009) and non-Executive Chairman of Alamos Gold (2004 – 2007) |
| Richard S. Young      | President & CEO                       | • Over 10 years experience in mining finance, development, corporate development, and investor relations with Barrick Gold  
• Former VP and CFO of Gabriel Resources (2005 – 2010) |
| Navin Dyal            | VP & CFO                              | • Over 13 years in finance, most recently 7 years with Barrick Gold (2005 - 2012)  
• Former Director of Finance, Global Copper Business Unit – Barrick Gold  
• Chartered Accountant – Four years at major public accounting firm |
| Kathy Sipos           | VP, Investor & Stakeholder Relations  | • 10 years experience in Corporate Communications and Investor Relations with Barrick Gold (1996 – 2006)  
• Former VP of Corporate Communications and Investor Relations of Gabriel Resources (2006 – 2009) |
| David Savarie         | VP, General Counsel & Corporate Secretary | • Over 10 years experience in the legal industry  
• Former Deputy General Counsel and Corporate Secretary of Gabriel Resources  
• Previously in private practice at Miller Thomson LLP |
| Mark English          | VP, Sabodala Operations               | • Over 24 years experience in the gold mining industry  
• Previously worked for several companies in Australia, East and West Africa being involved in operating mines and development, inclusive of greenfield start-ups  
• Joined Mineral Deposits Ltd. in June 2006 |
| Macoumba Diop         | General Manager & Government Relations Manager | • Geological Engineer, Master of Science in Finance with over 12 years experience in mining industry  
• Previously spent 11 years in a consulting business and mineral project marketing and development  
• Joined SGO in July 2011. |
| Martin Pawlitschek    | Regional Exploration Manager          | • Geologist with over 15 years experience in the mining industry  
• Previously spent 11 years at BHP and a number of smaller exploration companies, working in Australia, South East Asia and Africa  
• Joined Mineral Deposits Ltd. in July 2007 |
| Bruce Van Brunt       | Business Development Manager          | • Mining engineer and geologist with over 20 years experience  
• Previously worked in a number of technical capacities with Placer Dome and Echo Bay Mines  
• Joined Mineral Deposits Ltd. in March 2006 |
COMPETENT PERSONS STATEMENT

The information in this presentation relating to the reserve estimate associated with the Sabodala and Niakafiri pits as well as the Stockpiles is based on information compiled by Ms. Julia Martin, PEng, MAusIMM (CP) who is a full time employee of AMC Mining Consultants Canada and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking to qualify as a "Competent Person" as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Ms. Martin is a Qualified Person in accordance with NI 43-101 and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The technical information in this presentation that relates to mineral resource estimates within the Mining License is based on information compiled by Mr. Bruce Van Brunt, who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr. Van Brunt is a full time employee of Teranga and not independent. Mr. Van Brunt has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a “Competent Person” as defined in the 2004 Edition of the “Australasian Code of Reporting of exploration Results, Mineral Resources and Ore Reserves”. Mr. Van Brunt is a “Qualified Person” in accordance with National Instrument 43-101 and he consents to the inclusion of this information in the form and context in which it appears in this announcement.

The technical information in this presentation that relates to the exploration results and targets within the regional exploration program are based on information compiled by Mr. Martin Pawlitschek, who is a member of the Australian Institute of Geoscientists. Mr. Pawlitschek is our full time employee and is not “independent” within the meaning of National Instrument 43-101. Mr. Pawlitschek has sufficient experience relevant to the style of mineralization and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr. Pawlitschek is a “Qualified Person” in accordance with NI 43-101 and he consents to the inclusion of this information in the form and context in which it appears in this presentation.