
Teranga Gold Completes Acquisition of Massawa Gold Project

(All amounts are in U.S. dollars unless otherwise stated)

TORONTO: March 4, 2020 - Teranga Gold Corporation (“Teranga” or the “Company”) (TSX:TGZ; OTCQX:TGCDF) today announced that it has completed the previously announced acquisition of a 90% interest in the Massawa Gold Project (“Massawa”) from a wholly-owned subsidiary of Barrick Gold Corporation (“Barrick”) (TSX:ABX; NYSE:GOLD) and its joint venture partner, Compagnie Sénégalaise de Transports Transatlantiques Afrique de l’Ouest SA (“CSTTAO”) with the Government of Senegal holding the remaining 10% interest in Massawa (the “Transaction”).

With the receipt of Massawa’s exploitation license and residual exploration license, as well as formal consent to integrate Massawa into Teranga’s existing Senegalese gold operation, all of the closing conditions for the Transaction are now satisfied.

“Now that the Transaction is complete, we are turning our focus to integrating the high-grade Massawa deposits into our mine plan and leveraging our existing infrastructure at Sabodala. The combination of the two assets results in significant capital and operating synergies and creates a top-tier gold complex. The Massawa acquisition is transformational and, when combined with our recently commissioned Wahgnion gold mine, repositions Teranga as a low-cost mid-tier gold producer,” said Richard Young, President and CEO.

Mr. Young continued, “Congratulations to the Teranga and Barrick teams, as well as our lender, Taurus, and all of our financial and legal advisors on this achievement. As well, special thanks to the Government of Senegal for its support of our continued growth in Senegal.”

Transaction Financing Completed

The upfront consideration totaled \$380 million and consisted of approximately \$300 million in cash and an aggregate of approximately \$80 million in Teranga common shares (“Teranga Shares”) issued to Barrick and CSTTAO. In respect of the share component of the upfront consideration, approximately 19.2 million Teranga Shares were issued to Barrick and approximately 1.6 million Teranga Shares were issued to CSTTAO.

Concurrent with the completion of the Transaction, Teranga also closed the previously announced financing transactions as follows:

- \$225 million acquisition facility agreement entered into with Teranga’s existing lender, Taurus Funds Management Pty Ltd. (“Taurus”) and Barrick as lenders, \$200 million of which was lent by Taurus, with the remaining \$25 million provided by Barrick;
- \$106 million (C\$140 million) bought deal offering of 27,451,000 subscription receipts of Teranga (since exchanged for Teranga Shares); and
- \$45 million private placement of 11,677,942 Teranga Shares with Tablo Corporation, in connection with the exercise of its pro rata pre-emptive rights.

As announced on December 10, 2019, all Teranga Shares issued as part of the Transaction and the concurrent financings were issued at the bought deal price of C\$5.10 per Teranga Share. A portion of the proceeds of the financing transactions were used to fund the cash portion of purchase price of the



Acquisition, with the balance of proceeds being used for exploration drilling across Teranga's portfolio, Transaction-related costs and for working capital purposes.

Forward-Looking Statements

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's future growth and business prospects and opportunities. Forward-looking statements include, without limitation, all disclosure regarding possible events, conditions or results of operations, future economic conditions expectations and anticipated courses of action. Although the forward-looking statements contained in this press release reflect management's current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions, such forward-looking statements are based upon assumptions, opinions and analysis that management believes to be reasonable and relevant but that may prove to be incorrect. 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 amended and restated Annual Information Form dated July 31, 2019, and in other filings of Teranga with securities and regulatory authorities which are available on SEDAR 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 document should be construed as either an offer to sell or a solicitation to buy or sell Teranga securities. All references to Teranga include its subsidiaries unless the context requires otherwise.

About Teranga

Teranga is a multi-jurisdictional West African gold company focused on production and development as well as the exploration of approximately 5,500 km² of land located on prospective gold belts. Since its initial public offering in 2010, Teranga has produced more than 2 million ounces of gold at its Sabodala operation in Senegal. Focused on diversification and growth towards its vision of becoming a mid-tier producer, the Company recently announced commercial production at its second gold mine, Wahgnion, which is located in Burkina Faso, and is carrying out exploration programs in three West African countries: Burkina Faso, Côte d'Ivoire and Senegal. Teranga applies a rigorous capital allocation framework for its investment decisions.

Steadfast in its commitment to set the benchmark for responsible mining, Teranga operates in accordance with international standards and aims to act as a catalyst for sustainable economic, environmental, and community development as it strives to create value for all of its stakeholders. Teranga is a participant of the United Nations Global Compact and a leading member of the multi-stakeholder group responsible for the submission of the first Senegalese Extractive Industries Transparency Initiative revenue report.

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