

TANZANIA MINERALS CORP.

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NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Annual and Extraordinary General Meeting (the "Meeting") of **Tanzania Minerals Corp.** (the "Company") will be held on **Thursday, December 13, 2012**, at 9:00 a.m. (Vancouver time) at 1600 – 609 Granville Street, Vancouver, British Columbia, for the following purposes:

1. To receive and consider the Audited Financial Statements for the fiscal year ended February 29, 2012, together with Auditors' Reports thereon.
2. To appoint Davidson & Company LLP, Chartered Accountants, as auditors of the Company for the ensuing year, at a remuneration to be fixed by the directors, as more particularly described under the heading "Appointment of Auditors", in the accompanying information circular (the "Information Circular").
3. To set the number of directors for the ensuing year at four (4).
4. To elect directors to hold office until the next annual meeting of the Company.
5. To re- approve the Company's stock option plan, as more particularly described under the heading "Stock Option Plan" in the accompanying Information Circular.
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a Proxy. A form of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the Notes to the Proxy for instructions on completing the Proxy. To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Notes. As stated in the Notes, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are directors and/or officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 16th day of November, 2012.

By Order of the Board of Directors
TANZANIA MINERALS CORP.

"Kal Matharu"
KAL MATHARU
President & CEO