

# TANZANIA MINERALS CORP.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the holders of common shares of Tanzania Minerals Corp. (the “**Company**”) will be held at Suite 804 – 750 West Pender Street, Vancouver, British Columbia on **Wednesday, April 4, 2018** at 11:00 a.m. (Vancouver Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended February 28, 2017, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended February 28, 2017;
2. To receive the audited financial statements of the Company for the financial year ended February 29, 2016, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended February 29, 2016;
3. To fix the number of directors for the ensuing year at four (4);
4. To elect directors of the Company for the ensuing year;
5. To re-appoint Davidson & Company LLP, Chartered Accountants as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
6. To re-approve the 10% rolling stock option plan of the Company, as required by the policies of the TSX Venture Exchange, as more particularly described in the accompanying Information Circular (“**Circular**”);
7. To adopt new articles of the Company, as more particularly described in the accompanying Circular;
8. To approve a 30:1 share consolidation of the Company, as more particularly described in the accompanying Circular; and
9. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Accompanying this notice is the Information Circular. The Information Circular contains details of matters to be considered at the Meeting.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax in accordance with the instructions set out in the form of proxy and in the Circular accompanying this Notice.**

**Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Circular to ensure that their common shares will be voted at the Meeting.**

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of February, 2018.

**TANZANIA MINERALS CORP.**

*“James Walchuck”*

James Walchuck,  
President and CEO