



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 3561

April 11, 2016

Via E-mail

James Sinclair
Chief Executive Officer
Tanzanian Royalty Exploration Corp.
44th Floor, Scotia Plaza
40 King Street West
Toronto, ON M5H 3Y4

**Re: Tanzanian Royalty Exploration Corp.
Form 20-F
Filed December 28, 2015
File No. 001-32500**

Dear Mr. Sinclair:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Pamela Howell
for

John Reynolds
Assistant Director
Office of Beverages, Apparel, and
Mining

cc: Rosalind Morrow
Borden Ladner Gervais LLP