

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

*Tanzanian Royalty Exploration Corporation
(the "Company")
Suite 4400, 40 King Street West
Toronto, Ontario M5H 3Y4*

Item 2. Date of Material Change

February 9, 2016

Item 3. News Release

News release was issued on February 16, 2016 and disseminated through Marketwired.

Item 4. Summary of Material Change

Professor Abdul Mruma has resigned as a director of the Company. Ulrich Rath and Jeffrey Duval have been appointed as members of the Technical Committee.

Item 5.1 Full Description of Material Change

Please see the Company's news release attached as Schedule "A" for a full description of the material change.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6. Reliance on Section 7.1(2) of NI 51-102

Not applicable

Item 7. Omitted Information

None

Item 8. Executive Officer

For further information, please contact:

*James E. Sinclair
President and CEO
1-844-364-1830*

Item 9. Date of Report

February 16, 2016



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Form 20-F, File No. 001-32500

Trade Symbol:

TSX: TNX

NYSE MKT: TRX

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News Release – February 16, 2016

Tanzanian Royalty Exploration Corporation Announces Change to Board and Technical Committee

TORONTO, ONTARIO--(Marketwired February 16, 2016) - Tanzanian Royalty Exploration Corporation (TSX:TNX)(NYSE MKT:TRX) (the "Company") announces that Professor Abdul Mruma has resigned as a director of the Company. As Professor Mruma's heavy schedule over the past year did not permit him to attend Board meetings, the Board understands his decision and wishes to thank Professor Mruma for his valuable contribution to the Company and wishes him all the best in the future.

The Company is also pleased to announce that Ulrich Rath and Jeffrey Duval have been appointed as members of the Technical Committee.

Respectfully submitted,
James E. Sinclair
Chief Executive Officer

For further information, please contact Investor Relations at 1-844-364-1830

Visit our website: www.TanzanianRoyalty.com

The Toronto Stock Exchange and NYSE Amex Equities have not reviewed and do not accept responsibility for the adequacy or accuracy of this release