

TANZANIAN GOLD CORPORATION



*Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 3400
Toronto, Ontario
M5H 4E3*

TO THE SHAREHOLDERS OF TANZANIAN GOLD CORPORATION:

NOTICE IS HEREBY GIVEN THAT the special meeting (the "**Meeting**") of the shareholders of Tanzanian Gold Corporation (the "**Corporation**") will be held at the **5626 Larch Street, Suite 202, Vancouver, British Columbia V6M 4E1 on Friday, August 16, 2019 at the hour of 10:00 a.m., Vancouver time**, for the following purposes:

1. To approve an ordinary resolution of the Corporation's shareholders, the full text of which is set out at Appendix A to the accompanying information circular (the "**Circular**") and as more particularly described therein (the "**Omnibus Plan Resolution**"), to replace the Corporation's existing equity compensation arrangements with the Omnibus Equity Incentive Plan, the full text of which is set forth in Appendix B to the accompanying Circular, and as more particularly described therein; and
2. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

Registered holders of common shares of record at the close of business on June 26, 2019 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) thereof.

Notice-and-Access

The Corporation has decided to use the notice and access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") for the delivery of this Circular to shareholders for the Meeting. Under the Notice-and-Access Provisions, instead of receiving printed copies of the Circular, shareholders will receive a Notice of Availability of Proxy Materials ("**Notice of Availability**") with information on the Meeting as well as information on how they may access the Circular electronically and how they may vote.

The Corporation will not use procedures known as "stratification" in relation to the use of the Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with this notice package and not to others. In relation to the Meeting, all shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Shareholders can request that printed copies of Meeting materials be sent to them by postal delivery, at no cost to them, up to one year after the date the Circular was filed on SEDAR by calling the Corporation toll-free 1-844-364-1830. See under the heading "How to Obtain Paper Copies of the Circular" in the accompanying Notice of Availability.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of Meeting-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper

copies of such materials to Shareholders. Electronic copies of the Circular, consolidated audited financial statements of the Corporation for the year ended August 31, 2018 and Management's Discussion & Analysis of the Corporation's results of operations and financial condition for the year ended August 31, 2018 may be found on the Corporation's SEDAR profile at www.sedar.com and a copy of the Circular will also be made available at www.envisionreports.com/TNXQQUG2019.

Shareholders are reminded to review the Circular before voting.

IMPORTANT: If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose. To be used at the Meeting, completed proxies must be received by Computershare Trust Company of Canada, the Corporation's Registrar and Transfer Agent, prior to 10:00 a.m. (Vancouver time) on Wednesday, August 14, 2019. The mailing address, telephone number and internet website of Computershare Trust Company of Canada are set out in the form of proxy accompanying this notice.

DATED this 26th day of June, 2019.

By Order of the Board

James E. Sinclair

James E. Sinclair,
Executive Chairman