



**TANZANIAN ROYALTY EXPLORATION CORPORATION  
(the “Corporation”)**

**TECHNICAL, ENVIRONMENTAL, HEALTH  
AND SAFETY COMMITTEE (the “Committee”)  
MANUAL  
(January 2015)**

**1.0 Composition**

The Committee shall consist of at least two directors, the General Manager, and one consultant or technical employee. One director shall be independent. One of the members of the Committee shall be appointed Chairman of the Committee. A quorum for the transaction of business at all meetings of the Committee shall be a majority of members.

The directors of the Committee shall represent, to the extent possible, the technical skills necessary to adequately address the technical, environmental, and health and safety issues facing the Corporation or have a consultant of their choice to advise them.

**2.0 Terms of Reference**

In order to meet applicable legal requirements and operate at an appropriate level the Committee shall:

- Foster a culture of environmental responsibility and an awareness of the importance of health and safety;
- Provide oversight on the development and implementation of management systems relating to environmental, and health and safety matters;
- Periodically review the Corporation’s environmental, health and safety programs to ensure adequate resources and systems are in place to ensure programs are operating appropriately;
- Monitor compliance with legal requirements and internal targets in respect of the environmental, health and safety programs;
- Review with management any exploration, geological, mining, metallurgical and other technical issues of significant concern that require the attention of the Board;

- Review the technical and financial issues associated with new and existing projects, acquisitions and dispositions that require Board approval with respect to their technical and financial impact on the Corporation;
- Review the quarterly operating report of management and its performance against the annual operating and strategic plan;
- Assist management in overseeing the technical development and review of major new and existing projects.

### **3.0 Meetings**

The Committee will meet regularly at times necessary to perform the duties described above in a timely manner, but not less than four times per year, prior to Board Meetings. The Committee will meet as required to discuss urgent matters or significant issues as and when required. Meetings may be with representatives of management, all either individually or collectively as may be required by the Chairman of the Committee.