



DIVISION OF  
CORPORATION FINANCE

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

April 7, 2015

Via E-mail

Mr. James Sinclair  
Chief Executive Officer  
Tanzanian Royalty Exploration Corporation  
44<sup>th</sup> Floor, Scotia Plaza  
40 King Street West  
Toronto, Ontario M5H3Y4

**Re:   Tanzanian Royalty Exploration Corporation**  
**Form 20-F for the Fiscal Year Ended August 31, 2014**  
**Filed November 03, 2014**  
**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/ John Reynolds

John Reynolds  
Assistant Director