Dated: January 27, 2012

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This management discussion and analysis covers Tanzania Minerals Corp.'s (the "Company") financial statements for the period ended November 30, 2011 compared with the period ended November 30, 2010. This Management's Discussion and Analysis ('MD&A') should be read in conjunction with the audited annual Financial Statements and notes thereto for the year ended February 28, 2011 (the "Financial Statements"). The information contained in this report is current to January 27, 2012, and has been reviewed by the Company's auditors.

The accompanying interim financial statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars unless otherwise noted. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's officers certify that the Financial Statements and MD&A fairly present, in all material respects, the financial condition, result of operations and cash flows, of the Company as the date hereof.

The Board of Directors approves the Financial Statements and MD&A, and ensures that the Company's officers have discharged their financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which reviews and approves all financial reports prior to filing.

FORWARD-LOOKING STATEMENT

Certain statements in this report may constitute forward-looking statements that are subject to risks and uncertainties. A number of important factors could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place any undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they were made.

CORPORATE OVERVIEW

Tanzania Minerals Corp. (the "Company") is in the business of exploration and evaluation of mineral properties in Tanzania, Africa through its wholly owned subsidiary, Tansmin Resources (Tanzania) Limited ("Tansmin"). The Company was incorporated under the laws of British Columbia on June 29, 2007. The Company is in the process of exploring and evaluating its mineral properties and has not yet determined whether these properties contain ore reserves which are economically recoverable.

The Company is actively engaged in the exploration of the Mrangi mining project. The Company, through Tansmin holds the Mrangi prospecting licence (PL 4439/07) located in the Musoma – Mara Greenstone Belt. This belt hosts significant gold mining operations. It is located 50 kilometres south west of Musoma, 40 kilometres west south west of the Kiabakari mine and 67 kilometres west of Buhemba mine and hosts both oxide and sulphide gold mineralization in the structurally complex zones. The Company has rights to 14 prospecting licences covering 1,184 square kilometres in the Lake Victoria Goldfield.

SUMMARY

On July 22, 2010, the Company closed a transaction with a private company, 0886490 BC Ltd. (previously named Tanzania Minerals Corp.) ("Privco"), whereby the Company acquired all of the issued and outstanding shares of Privco by issuing one common share from treasury in exchange for each of the Privco shares outstanding. As a result of this share exchange, the former shareholders of Privco acquired control of the Company. Privco was incorporated under the Business Corporations Act (British Columbia) on October 26, 2006. These consolidated financial statements include the results of operations of the Company from July 22, 2010, the date of acquisition.

On July 22, 2010, the Company obtained final Exchange approval with respect to the reverse takeover, and the Company's common shares resumed trading as of July 28, 2010 under the symbol "TZM".

The reverse takeover resulted in the Company acquiring all of the issued and outstanding shares of Privco through a "three-cornered" amalgamation, whereby a wholly owned subsidiary of the Company amalgamated with Privco. Through the amalgamation, shareholders of Privco received 48,332,027 common shares of the Company and the resulting amalgamated company, possessing the assets and business of Privco, is now the Company's wholly owned operating subsidiary. Privco holds Mineral Licenses in Tanzania through its wholly owned subsidiary, Tansmin. Of these, the primary project for listing purposes is the Mrangi Project. This area is being explored for its mineral deposits, primarily hypothesized to hold gold reserves.

On December 8, 2010, the Company announced that it completed a private placement of 16,364,000 units at a price of $0.55 per unit for gross proceeds of $9,000,200 (the "Offering"). Each unit consisted of one common share of the Company and one half of one share purchase warrant. Each warrant entitles the holder to purchase an additional common share of the Company at a price of $0.75 per share for a period of 24 months from closing, subject to acceleration in the event that if, after April 8, 2011, the closing price of the Company's common shares on the TSX Venture Exchange (or such other stock exchange on which the Company's shares are listed), for a period of 20 consecutive trading days equals or exceeds $1.10 per share, the Company may provide written notice to the holder of early expiry of the warrants and thereafter, the warrants will expire at 4:30 pm (Vancouver time) on the earlier of the date which is thirty days after the date of the written notice to the holder and December 7, 2012.
Finders' fees of $229,890 and 1,145,480 finders' warrants exercisable at a price of $0.75 per share for a period of 24 months from closing were paid in connection with the placement and have the same terms as the units under the Offering described above. All securities issued in connection with the Offering were subject to a four month and a day hold period until April 8, 2011.

On March 3, 2011, the Company announced the appointment of Mr. John Knowles to the Board of Directors. Mr. Knowles has 25 years of experience in senior roles in Canada and overseas with Canadian and international resource companies. He is a Chartered Accountant and holds a Bachelor of Commerce degree from Queen's University.

Also on March 3, 2011, the Company announced the grant of incentive stock options to directors, officers and consultants of the Company to purchase up to 2,900,000 common shares of the Company at a price of $0.90 per share, exercisable for a period of five years. The options were granted pursuant to the terms of the Company's stock option plan and were subject to regulatory approval.

On April 26, 2011, the Company announced that it had completed eight holes of an initial nine hole drill program. A portable XRF unit arrived on site and was used to geochemically analyse the core at 0.5 m intervals to characterize the mineralization encountered. The portable unit was also used to carry out a number of tightly spaced soil lines parallel to the drilling fence. This was used to accurately determine the surface geochemical signature of the mineralization encountered during drilling. The XRF unit completed infill soil sampling over soil anomalies determined by traditional soil geochemistry in the west of the licence, prior to drilling in this area.

On April 29, 2011 the Company announced the resignation of John Icke, President and CEO of Resinco Capital Partners Inc. (formerly Longview Capital Partners Incorporated) as Director of the Company effective April 26, 2011.

On August 19, 2011 the Company announced the appointment of Mr. Robert Dzisiak to the Board of Directors. Mr. Dzisiak was the past President and CEO of R.J. O'Brien & Associates Canada Inc. an IIROC member firm. He was the past President and CEO of CFG Canada which he started as a branch office of LFG, LLC in 1994. CFG was subsequently sold to Refco Canada where he served as President of Retail Operations until 2006. Mr. Dzisiak has a Masters degree in Agricultural Economics and started his career as a consultant with Wharton Econometrics in Philadelphia. He subsequently worked in strategic planning for UGG and was the Canadian VP of Operations for Benson Quinn Co. He is a past Chairman of the Winnipeg Commodity Exchange where he also served as a director of the Winnipeg Commodity Exchange Clearing Corporation. Mr. Dzisiak has also spent several years in the public markets where he worked as the COO of a Merchant Bank and as a director/Chairman of several publically listed companies.

On October 14, 2011 the Company provided an operational update with respect to the recently completed drilling at its Mrangi gold property in the Lake Victoria Goldfields area of Tanzania. Fourteen diamond drill holes, approximately 200 metres depth each, for a total of 2,673 metres, and 58 reverse circulation drill holes for a total depth of 8,598 metres have been drilled to date. The purpose of the drilling was to determine the cause of arsenic and gold soil anomalies detected by traditional soil geochemistry exploration and multiple element anomalies detected using a portable XRF unit over the same area. The drilling focused on primary and secondary priority targets on the license and also tested the along-strike extension of the Phoenix mine vein swarm.

The laboratory assay data have been received for all fourteen of the diamond drill holes (MRDD01-013) and twenty-six of the reverse circulation drill holes (MRRC01-026), and amounts to 1,625 gold assays. Results from the other holes are pending. All the holes were logged and mineralized intervals recorded.

These intervals were sent for analyses to the SGS assay laboratory in Mwanza, Tanzania, and the results are tabulated in Table 1.

Table 1. Notable intercepts recorded to date during the current drilling program:

Hole	From (m)	To(m)	Interval (m)	Au Grade (g/t)	Intercept
MRDD03	88.44	89.00	0.56	0.86	0.56 m @ 0.86 g/t Au
MRDD06	158.74	159.14	0.40	0.84	0.40 m @ 0.84 g/t Au
MRDD07	45.36	46.00	0.64	0.33	0.64 m @ 0.33 g/t Au
MRDD08	110.92	111.34	0.41	0.32	0.41 m @ 0.32 g/t Au
MRDD10	63.00	63.40	0.40	0.42	0.40 m @ 0.42 g/t Au
MRRC01	74.00	78.00	4.00	0.66	4.00 m @ 0.17 g/t Au
MRRC01	146.00	150.00	4.00	0.95	4.00 m @ 0.24 g/t Au
MRRC12	49.00	52.00	3.00	7.43	3.00 m @ 2.48 g/t Au
MRRC15	124.00	144.00	14.00	2.29	14.00 m @ 0.11 g/t Au
MRRC23	40.00	42.00	2.00	1.35	2.00 m @ 0.88 g/t Au
MRRC23	140.00	145.00	5.00	1.31	5.00 m @ 0.26 g/t Au
MRRC24	144.00	149.00	5.00	1.59	5.00 m @ 0.32 g/t Au

The gold concentration of the majority (1,129 samples) of the 1,625 assays performed were typically at or below the analytical detection limit of 0.01 ppm, and 443 samples containing less than 0.10 ppm gold. The remaining 53 samples ranged from 0.10 ppm to 3.35 ppm (g/t) gold over intervals up to one metre. The elevated gold concentrations correspond to drill intercepts in areas of volcanic tuff containing variable proportions of disseminated pyrite, thin quartz-carbonate vein correlating with geophysical lineaments possibly related to the Phoenix mine vein swarm, or in quartz-carbonate veinlets proximal to a late west-northwest trending dyke.

The pending results include targets that appear to be related to banded iron formation (BIF)-hosted gold occurrences and pyrite-rich volcaniclastic rocks which returned assays of 0.33 g/t to 3.78 g/t Au from grab samples. Soil XRF geochemistry and traditional gold soil geochemistry also recorded the presence of coincident gold anomalism with copper, arsenic, and weaker lead and zinc anomalies associated with rhyolitic tuffs in the southern part of the license and in two areas in the western part of the license. All of these areas warranted additional investigation and were drilled by fifteen reverse circulation drill holes. The results from this second phase of drilling are expected within the next three weeks.

RESULTS OF OPERATIONS

For the three months ended November 30, 2011

The following analysis of the Company's operating results in the three months ended November 30, 2011, includes a comparison against the previously completed three months ended November 30, 2010.

Revenue:

The company has no revenue, as there are no active business operations.

Expenses:

Consulting fees for the three months ended November 30, 2011 were $138,254 compared to $217,887 for the three months ended November 30, 2010. The decreased costs are reflective of the Company's additional financial consulting services following the reverse takeover in the same quarter last fiscal year.

General and administration costs for the three months ended November 30, 2011 were $104,981 compared to $51,364 for the three months ended November 30, 2010. The increased costs are reflective of the Company's payment of payroll liabilities for Tanzania workers in addition to renovations in the Tanzanian office.

Interest Income for the three months ended November 30, 2011 were $39,847 compared to $1 for the three months ended November 30, 2010. The increase is a result of excess funds invested into guaranteed investment certificates.

Professional fees for the three months ended November 30, 2011 were $68,546 compared to $71,264 for the three months ended November 30, 2010.

Property examination for the three months ended November 30, 2011 were $34,109 compared to $9,049 for the three months ended November 30, 2010. The increased costs are reflective of the Company's increased field workers and related expenses.

Share-based compensation for the three months ended November 30, 2011 was $Nil compared to $166,620 for the three months ended November 30, 2010. The decreased costs are reflective of the Company's 1,400,000 option grant in the same quarter last fiscal year.

Travel and promotion for the three months ended November 30, 2011 were $51,088 compared to $43,086 for the three months ended November 30, 2010.

Loss for the period
The net loss for the three months ended November 30, 2011 was $364,817 as compared to a net loss of $562,976, for the three months ended November 30, 2010. This represents a decrease of net loss of $198,159 and is mainly due to the additional costs related to the reverse takeover in the same quarter

last fiscal year in addition to interest income in current quarter where there was none in same quarter of last fiscal year.

For the nine months ended November 30, 2011

The following analysis of the Company's operating results in the nine months ended November 30, 2011, includes a comparison against the previously completed nine months ended November 30, 2010.

Revenue:

The company has no revenue, as there are no active business operations.

Expenses:

Consulting fees for the nine months ended November 30, 2011 were $296,254 compared to $585,407 for the nine months ended November 30, 2010. The decreased costs are reflective of the Company's issuance of shares for consulting services in the same period last fiscal year.

General and administration costs for the nine months ended November 30, 2011 were $276,140 compared to $115,839 for the nine months ended November 30, 2010. The increased costs are reflective of the Company's payment of payroll liabilities for Tanzania workers in addition to renovations in the Tanzanian office.

Interest Income for the nine months ended November 30, 2011 were $72,207 compared to $11 for the nine months ended November 30, 2010. The increase is a result of excess funds invested into guaranteed investment certificates.

Professional fees for the nine months ended November 30, 2011 were $235,129 compared to $265,306 for the nine months ended November 30, 2010. The decreased costs are reflective of the Company's audit and legal activity following the reverse takeover.

Property examination for the nine months ended November 30, 2011 were $106,066 compared to $62,960 for the nine months ended November 30, 2010. The increased costs are reflective of the Company's increased field workers and related expenses.

Share-based compensation for the nine months ended November 30, 2011 was $1,604,494 compared to $166,620 for the nine months ended November 30, 2010. The increased costs are reflective of the Company's 2,900,000 option grant in the current period.

Travel and promotion for the nine months ended November 30, 2011 were $125,274 compared to $153,497 for the nine months ended November 30, 2010. The decreased costs are reflective of the previous year's period where Tanzanian consultants travelled to Canada for business meetings.

Loss for the period
The net loss for the nine months ended November 30, 2011 was $2,620,023 as compared to a net loss of $1,358,492, for the nine months ended November 30, 2010. This represents an increase of net loss of

$1,261,531 and is mainly due to a share-based compensation expense of $1,604,494 during the nine months ended November 30, 2011 ($166,620 – 2010). The increases in costs are reflective of the Company's activity following the reverse takeover.

SUMMARY OF QUARTERLY RESULTS

	3rd Quarter Ended November 30, 2011	**2nd Quarter Ended August 31, 2011**	**1st Quarter Ended May 31, 2011**	**4th Quarter Ended February 28, 2011**
(a) Revenue	$ -	$ -	$ -	$ -
(b) Net loss for period	$(364,817)	$(263,661)	$(1,991,545)	$(581,745)
(c) Net loss per share[1,2]	$(0.005)	$(0.004)	$(0.036)	$(0.01)
(d) Total assets	$8,905,287	$9,242,263	$9,727,310	$9,989,100
(e) Total liabilities	$6,612	$34,353	$261,575	$133,581
	3rd Quarter Ended November 30, 2010	**2nd Quarter Ended August 31, 2010**	**1st Quarter Ended May 31, 2010**	**4th Quarter Ended February 28, 2010**
(a) Revenue	$ -	$ -	$ -	$ -
(b) Net loss for period	$(583,011)	$(384,511)	$(411,015)	$(161,515)
(c) Net loss per share[1,2]	$(0.01)	$(0.008)	$(0.009)	$(0.01)
(d) Total assets	$2,051,049	$1,558,494	$1,746,434	$1,735,760
(e) Total liabilities	$90,552	$101,796	$27,528	$27,432

[1] Numbers have been rounded to the next decimal for presentation purposes.
[2] The escrow shares have been excluded from the weighted average number of shares because they are contingently returnable.

The quarterly results are reported in accordance with Canadian Generally Accepted Accounting Standards ("GAAP") with the exception of the results for the first, second and third quarters of fiscal 2012 and 2011 which have been adjusted to IFRS.

The Company is in the business of exploration and evaluation of mineral properties, and therefore has had no revenue to report since inception. The Company's operating costs consist primarily of corporate consulting, professional fees and travel costs. The increased costs over the last two quarters are reflective of the Company's increased efforts to complete the reverse takeover.

LIQUIDITY

The Financial Statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The Financial Statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate, adjustments may be necessary to the carrying amounts and/or classification of assets and/or liabilities and the reported expenses in these consolidated financial statements. Such adjustments could be material.

On July 22, 2010, the Company closed a transaction with Privco, whereby the Company acquired all of the issued and outstanding shares of the Privco. As at November 30, 2011, the Company has accumulated losses of $7,150,241 since its inception, and expects to incur further losses in pursuit of its mineral exploration opportunities. The Company has cash of $6,037,469 as at November 30, 2011, and its working capital of $6,086,172 is considered to be sufficient to meet its short term business requirements.

The Company's ability to continue as a going concern in the long term is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The Company is a junior exploration company without operating revenues and therefore, the Company must utilize its current cash reserves, funds obtained from the exercise of warrants and stock options and other financing transactions to maintain the Company's capacity to meet working capital requirements and ongoing exploration program, or to fund any further development activities. See "Risk Factors" of this MD&A.

As at the date of this report, the Company's cash position is sufficient to cover initial exploration initiatives and administrative expenses for the next fiscal year, however, the Company will require additional financing in order to continue its exploration, and if warranted development, of the Company's mining endeavors. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years. Consequently, the Company may seek future financing by means of private placements or debt financing in order to fund its exploration activities. There is no guarantee that additional financing will be available or that it will be available on terms acceptable to management of the Company. No assurance can be given that the Company will be successful in raising the funds required to realize on the Company's exploration programs. These factors all cast doubt about the liquidity of the Company and its ability to continue as a going concern.

CAPITAL RESOURCES

The Company defines capital as consisting of shareholder's equity, being comprised of issued capital stock, other equity reserve, deficit and accumulated other comprehensive income (loss). The Company's objectives when managing capital are primarily to support the creation of shareholder value, but also to ensure that the Company is able to meet its financial obligations as they become due. The Company has not declared or paid any dividends on its common shares.

The mineral exploration opportunity in which the Company currently has an interest is in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed.

The Company's officers and senior management take full responsibility for managing the Company's capital and do so through quarterly meetings and regular review of financial information. The Company's Board of Directors is responsible for overseeing this process.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and equivalents, receivables, subscriptions receivable and accounts payable and accrued liabilities. The fair value of the Company's receivables, subscriptions receivable and accounts payable and accrued liabilities approximate the carrying value, which is the amount on the consolidated balance sheet dates due to their short-term maturities or ability of prompt liquidation. The Company's other financial instrument, cash and equivalents, under the fair value hierarchy is based on level one quoted prices in active markets for identical assets or liabilities.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk as the majority of its cash is held at a large Canadian bank.

The Company's receivables consist mainly of input tax credits receivable from the Government of Canada, and as a result the Company does not believe it is subject to significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at November 30, 2011, the Company had a cash balance of $6,037,469 to settle current liabilities of $6,612. Management believes the Company has sufficient funds to meet its obligations as they become due.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash and equivalents balances and no interest bearing debt. The interest earned on cash and equivalents approximates fair value rates and therefore the Company is not at a significant risk to fluctuating interest rates.

b) Currency risk

The Company's operations are in Canada and Tanzania. The international nature of the Company's operations results in foreign exchange risk as transactions are denominated in foreign currency.

The operating results and the financial position of the Company are reported in Canadian dollars. The fluctuations of the operating currencies in relation to the Canadian dollar will, consequently, have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible".

As at November 30, 2011, the Company's net US dollar financial assets were $US 77,216. Thus a 10% change in the Canadian dollar versus the US dollar exchange rate would give rise to a $7,970 change in other comprehensive income. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

SHARE CAPITAL

Authorized: Unlimited common shares without par value
Unlimited preferred shares without par value

Issued and Outstanding:

The Company has the following common shares issued and outstanding:

Security Description	November 30, 2011	January 27, 2012
Common shares	72,153,197	72,153,197
Stock Options	3,900,000	3,800,000
Warrants	12,348,938	12,348,938

TRANSACTIONS WITH RELATED PARTIES

During the nine month period ended November 30, 2011, the Company incurred charges from related parties as follows:

a) Paid or accrued consulting fees of $201,600 (November 30, 2010- $158,200) to directors and companies controlled by common directors. As of November 30, 2011, $Nil (February 28, 2011 - $7,934; March 1, 2010 - $86) was included in accounts payable and accrued liabilities.

b) Paid or accrued professional fees of $25,200 (November 30, 2010- $18,700) to a company controlled by an officer of the Company. As of November 30, 2011 $Nil (February 28, 2011 - $5,541; March 1, 2010 - $1,575) was included in accounts payable and accrued liabilities.

c) Paid or accrued directors fees of $7,410 (November 30, 2010 - $Nil) to the directors of the Company, which are included in professional fees.

d) Included in exploration and evaluation assets is $Nil (February 28, 2011 - $Nil; March 1, 2010 - $22,500) in acquisition cost payments paid to a company with a common director.

e) The Company issued 3,000,000 common shares to a director with a value at $180,000 (Note 8 of the financial statements). $15,000 remains receivable with respect to the shares issued and is recorded as subscriptions receivable.

The amounts due to and from related parties are non-interest bearing with no fixed terms of repayment.

COMMITMENTS

As at the date of this report, there are no outstanding commitments.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

SUBSEQUENT EVENTS

There are no subsequent events to report.

INTERNAL CONTROLS AND PROCEDURES

The Company evaluated the design of its internal controls and procedures over financial reporting for the fiscal period ended February 28, 2011.

The Company identified certain material weaknesses and the need for improvement of policies, controls and procedures in areas such as the segregation of duties, taxation and awareness of the accounting implications of certain transactions and decisions. These weaknesses and their related risks are not uncommon in a company the size of Tanzania Minerals Corp. because of limitations of size and number of staff.

ACCOUNTING POLICIES

International Financial Reporting Standards ("IFRS")

Transition to IFRS from GAAP

The Company's IFRS conversion plan addresses matters including changes in accounting policies, IT and data systems, restatement of comparative periods, organizational and internal controls and any required changes to business processes. To facilitate this process and ensure the full impact of the conversion is understood and managed reasonably, the accounting staff attended several training courses on the adoption and implementation of IFRS. Through in-depth training and detailed analysis of IFRS standards, the Company's accounting personnel has obtained a thorough understanding of IFRS and possesses sufficient financial reporting expertise to support the Company's future needs. The Company has also reviewed its internal and disclosure control processes and believes they will not need significant modification as a result of the conversion to IFRS. Further, the Company has assessed the impact on IT and data systems and has concluded there will be no significant impact to applications arising from the transition to IFRS.

The condensed consolidated financial statements for the period ended November 30, 2011 are prepared in accordance with IFRS, as stated in Notes 3 and 4 of the interim financial statements. The accounting policies in Note 4 have been applied in preparing the condensed consolidated financial statements for the period ended November 30, 2011 and 2010, the consolidated financial statements for the year ended February 28, 2011 and the opening IFRS statement of financial position on March 1, 2010, the "Transition Date".

In preparing the opening IFRS statement of financial position and the financial statements for the interim period ended November 30, 2011, the Company has adjusted amounts reported previously in financial statements that were prepared in accordance with GAAP. An explanation of how the transition from GAAP to IFRS has affected the Company's financial position and financial performance is set out in Note 14 of the financial statements. The guidance for the first time adoption of IFRS is set out in IFRS 1. IFRS 1 provides for certain mandatory exceptions and optional exemptions for first time adopters of IFRS. These exemptions, however, did not apply to the Company's operations; therefore, no elections were taken upon transition.

The most significant area of impact of IFRS on the Company's consolidated financial statements is as follows:

Foreign currency translation

The Company determined that the functional currency of Tansmin was the United States dollar under IFRS, whereas the functional currency had been assessed as the Canadian dollar under GAAP.

This change in the functional currency of Tansmin resulted in the following changes on transition:

- As at March, 1, 2010, there was an increase in equipment and exploration and evaluation assets of $5,992 and $8,924 respectively. Deficit was increased by $40,770, and accumulated and other comprehensive income was increased by $55,686.

RISKS AND UNCERTAINTIES

Resource exploration and evaluation is characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations of metal prices, the proximity and capacity of milling facilities, mineral markets, processing reagents and equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

Exploration and Evaluation Efforts May Not Be Successful
There is no certainty that the expenditures to be made by the Company in the exploration of its properties as described herein will result in the discovery of mineralized material in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any particular level of recovery of ore reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Lack of Cash Flow
None of the Company's properties have advanced to the commercial production stage and the Company has no history of earnings or cash flow from operations. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years. The Company has paid no dividends on its shares since inception and does not anticipate doing so in the foreseeable future. Historically, the only source of funds available to the Company is through the sale of its securities. Future additional equity financing would cause dilution to current shareholders.

No Proven Reserves
The properties in which the Company has an interest or the right to earn an interest are in the exploratory stage only and are without a known body of ore in commercial production.

No Guarantee of Clear Title to Mineral Properties
While the Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties and properties in which it has the right to acquire or earn an interest are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

Uncertainty of Obtaining Additional Funding Requirements
Programs planned by the Company may necessitate additional funding, which could cause a dilution of the value of the investment of the shareholders of the Company. The recuperation value of mining properties indicated in the statement of financial position depends on the discovery of mineralization that can be profitably exploited and on the Company's capacity to obtain additional funds in order to realize these programs.

The Company's exploration activities can therefore be interrupted at any moment if the Company is incapable of obtaining the necessary funds in order to continue any additional activities that are necessary and that are not described in the exploration programs outlined in the Company's geological report for its properties.

Mineral Prices May Not Support Corporate Profit
The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The price of minerals is volatile over short periods of time, and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining techniques.

Competition
The mining industry is intensively competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for the recruitment and retention of qualified employees.

Environmental Regulations

The current and future operations of the Company, including further exploration, development activities and commencement of production on its properties, require permits from various Provincial, Federal and State governmental authorities.

Such operations are subject to various laws governing land use, the protection of the environment, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, mine safety and other matters. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violation of applicable laws or regulations.

Environmental Impact

The Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future and anticipates that such obligations will only arise when full scale development commences. As the Company's project is still in the exploration and evaluation stage and no significant environmental impact has occurred to date, the Company does not currently consider that expenditures required meeting any ongoing environmental obligations at the projects material to its results or to financial condition to the Company at this time. However, these costs may become material in the future and will be reported in the Company's filings at that time.

Uncertainty of Reserves and Mineralization Estimates

There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metal prices have fluctuated widely in the past.

Declines in the market price of base or precious metals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

Operating Hazards and Risks Associated with the Mining Industry

Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected formations and other conditions are involved.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. The Company may become subject to liability for cave-ins and other hazards for which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration activities.

The Ability to Manage Growth

Should the Company be successful in its efforts to develop its mineral properties or to raise capital for other mining ventures it will experience significant growth in operations. If this occurs management anticipates that additional expansion will be required in order to continue development. Any expansion of the Company's business would place further demands on its management, operational capacity and financial resources. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Lack of Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence on Key Personnel

The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term.

As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

Conflict of Interest
Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties.

Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Lack of Trading
The lack of trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Volatility of Share Price
Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries, financial results, and other factors could have a significant effect on the price of the Company's shares.

CORPORATE GOVERNANCE

Management of the Company is responsible for the preparation and presentation of the financial statements and the accompanying notes, the MD&A, and other information contained in this report.

Management also has the responsibility for the maintenance of adequate accounting records and internal controls, prevention and detection of fraud and errors, safeguarding of assets, selection, and application of suitable policies, and appropriate disclosure and the timely disclosure of financial information in the financial statements. The preparation of the financial statements in accordance with generally accepted accounting principles is also the responsibility of management.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com