

51-102F3  
MATERIAL CHANGE REPORT

**Item 1: Reporting Issuer**

Tanzania Minerals Corp. (“Tanzania” or the “Company”)

The address of the principal office in Canada of the reporting issuer is as follows:

Suite 210 – 400 St. Mary Avenue  
Winnipeg, Manitoba, R3C 4K5  
Telephone: 204-942-3191  
Facsimile: 204-944-0513

**Item 2: Date of Material Change**

January 18, 2012

**Item 3: Press release**

The date of the press release issued pursuant to Section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is January 18, 2012. The press release was issued in Vancouver, British Columbia.

**Item 4: Summary of Material Change**

The Company announced a grant of incentive stock options and a change in corporate secretarial staff.

**Item 5: Full Description of Material Change**

The Company announced that it has granted incentive stock options to directors, officers and consultants of the Company to purchase up to 450,000 common shares of the Company at a price of \$0.30 per share, exercisable for a period of five years. The options are being granted pursuant to the terms of the Company’s stock option plan and are subject to regulatory approval.

The Company also announced the resignation of Ms. Jude Fawcett and subsequent appointment of Ms. Christal Pendleton as Corporate Secretary, effective January 16, 2012.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7: Omitted Information**

N/A

**Item 8: Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

Kal Matharu  
President & CEO  
Phone: 204-942-3191

**Item 9: Date of Report**

May 25, 2012