

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

June 25, 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 June 25, 2012. The press release was issued in Vancouver, British Columbia.

Item 4: Summary of Material Change

The Company announced it will option uranium properties to Karoo Exploration.

Item 5: Full Description of Material Change

Tanzania Minerals Corp. is pleased to announce that it has entered into a non-binding Letter of Intent dated May 15, 2012, with Karoo Exploration Corp. ("Karoo") whereby Karoo can acquire a 100% interest in certain mineral claims located in the Songea and Lindi regions of southern Tanzania (the "Property"). Karoo is a privately held mining company, incorporated under the laws of British Columbia.

Pursuant to the non-binding Letter of Intent, Tanzania will grant to Karoo the option to acquire a 100% interest in the Property (the "Option"), by issuing 1,200,000 common shares to Tanzania, and incurring exploration expenditures on the Property totaling \$750,000, all over a three year period. Upon exercise of the Option, Karoo will grant to Tanzania a 2.0% NSR on the proceeds of any commercial production from the Property. One-half of the NSR and a right of first refusal on the other half can be purchased by Karoo for a cash payment of \$2,000,000. The other half of the NSR can be purchased by Karoo for a cash payment of \$5,000,000.

During the term of the Option, Tanzania will have the right to nominate 2 individuals to the board of Karoo. It is anticipated that prior to exercise of the Option, Karoo will list its shares on a public stock exchange, or complete a transaction with an existing publically traded company. The transaction is conditional upon Tanzania entering into a definitive option agreement with Karoo.

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

June 25, 2012