

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

The date of the material change was December 13, 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 was December 18, 2012. The press release was issued in Vancouver, British Columbia.

Item 4: Summary of Material Change

The Company announced the results of its annual general meeting of shareholders (“AGM”) held on Thursday, December 13, 2012.

Item 5: Full Description of Material Change

The shareholders re-elected Kal Matharu, James Walchuck, John Knowles and Robert Dzisiak to serve on the Board of Directors until the next annual meeting of shareholders.

Davidson & Company LLP were re-appointed as auditors of the Company for the ensuing year and the directors were authorized to fix the remuneration to be paid to the auditors.

In addition, all items put forward at the AGM were approved, including an ordinary resolution to re-approve the Company’s Stock Option Plan.

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

December 31, 2012