

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 announcement of the change (news release) took place November 12, 2013, followed by application to the TSX-V. The request for consent of the warrant-holders began November 13, 2013.

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 November 12, 2013. The press release was issued in Vancouver, British Columbia.

Item 4: Summary of Material Change

The Company announced, subject to regulatory approval, its intention to extend the expiry date and re-price specific share purchase warrants.

Item 5: Full Description of Material Change

Subject to regulatory approval, the Company intends to extend the expiry date of 8,182,000 share purchase warrants expiring December 7, 2013 (the "**Warrants**"), for two additional years to December 7, 2015 and to amend the exercise price of these warrants to be \$0.35 per share from \$0.75.

The Warrants were originally issued to subscribers pursuant to a private placement which closed on December 7, 2010. The Warrants originally provided for each Warrant to be exercisable into a common share of the Company at a price of \$0.75 for a period of two years. Since then, the expiry date of these warrants was extended once to December 7, 2013.

Pursuant to the policies of the TSX Venture Exchange, in the event that the closing price of the Company's listed shares exceeds \$0.47 for 10 consecutive trading days, the exercise period will be reduced to 37 days.

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

November 18, 2013