

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 letter of intent between the Company and MDN, Inc. specified a due diligence period commencing October 15, 2015 and expiring on November 30, 2013 as specified and reported in the press release of November 14, 2013. The due diligence period was extended by mutual agreement until December 30, 2013. The letter of intent will, therefore, expire as of December 30, 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 December 20, 2013. The press release was issued in Vancouver, British Columbia.

Item 4: Summary of Material Change

The Company announced that it and MDN Inc. have agreed not to further advance the Ikungu Letter of Intent.

Item 5: Full Description of Material Change

Tanzania Minerals Corp. (the “Company” or “TZM”), announces that it and MDN Inc. (“MDN”) (TSX: MD) have mutually decided to not enter into a definitive agreement to jointly explore and develop the Ikungu gold project in Tanzania. As a result both parties have decided to let the Letter of Intent dated October 15, 2013 expire.

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 20, 2013