

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**

Mr. Matharu stepped down as officer and director of the Company effective February 6, 2014. He will continue as executive chairman of the Company’s subsidiary in Tanzania, Tansmin Resources (T) Ltd.

Also on February 6, 2014, Robert Dzisiak assumed the role of CEO and James Walchuck became the Chairman of the Board.

The Company announced it had entered into a letter of intent with MDN Inc. on October 15, 2013, and announced that it had decided not to proceed with the project on December 20, 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 February 21, 2014. The press release was issued in Vancouver, British Columbia.

**Item 4: Summary of Material Change**

The Company provided a corporate update and announced that Kal Matharu stepped down as CEO, Robert Dzisiak assumed the role of CEO and James Walchuck assumed the role of Chairman of the Board.

The Company put forward its corporate objectives for 2014..

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

The Company wishes to put forward its corporate objectives for 2014. Kal Matharu has stepped down as an officer and director of the public company, and will focus on the Company’s projects at an operational level in Tanzania, where he will continue as the executive chairman of the Company’s Tanzanian subsidiary, Tansmin Resources (T) Ltd. Robert Dzisiak has assumed the role of CEO and James Walchuck has become the Chairman of the Board.

The Company’s operational focus for 2014 will be to continue advance its current licence portfolio, systematically relinquish licences determined to no longer be a priority for the Company and continue to seek out an advanced stage asset to acquire.

Following the Company’s 2013 programme to complete ground survey and initial soil sampling work within all its licences beyond the Mrangi project in order to start assessing its licence portfolio in Tanzania, the Company plans to continue to further advance its licenses at Nyamwaga and Siga. In 2013, the management also dedicated considerable time reviewing potential targets for acquisition, in particular advanced stage assets existing within Tanzania. This culminated with the Company entering into a letter of intent to acquire an interest in the Ikungu project owned by MDN Inc. (announced on October 15, 2013), which ultimately

did not proceed but the Company intends to keep reviewing opportunistic strategic growth alternatives in 2014.

**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.

Robert Dzisiak  
CEO  
Phone: 204-421-1979

**Item 9: Date of Report**

February 21, 2014