

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 380 – 580 Hornby Street  
Vancouver, British Columbia, V6C 3B6  
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**Item 2 Date of Material Change**

February 8, 2011

**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 February 8, 2011. The press release was issued in Vancouver, British Columbia.

**Item 4 Summary of Material Change**

The Company announced an operational update.

**Item 5 Full Description of Material Change**

The Company announced it has contracted Tandrill Limited of South Africa to carry out a drill programme on the Mrangi property. The Company anticipates drilling approximately 3,000 metres of core holes and, depending on results, a 10,000 metre follow up Reverse Circulation programme. The Company anticipates the start of the programme in approximately two weeks with the first priority target along-strike extension of the Phoenix mine vein swarm as outlined in the previous press release dated November 29<sup>th</sup>, 2010.

The Company has also commissioned New Resolution Geophysics (NRG) of South Africa to fly a 3,800 line kilometre regional airborne geophysical survey over the licences controlled by the Company on the Musoma Mara greenstone belt located in the North Eastern Region of Tanzania. The two week survey is expected to start in three months and the interpreted results expected to follow five weeks after the survey completion.

The existing detailed historic regional geophysics has been reinterpreted on the adjacent property which hosted the past producing Phoenix gold mine. Parallel structures approximately 600 metres to the north of the known gold vein(s) have been identified from the historic geophysics and appear to extend onto the northern part of the Mrangi licence. A reconnaissance ground geophysics programme is underway to determine if the structures are present on this section of the Mrangi licence, prior to drilling and commencement of the high resolution airborne study. These results will be integrated with the soil geochemical survey results which were completed in 2010. The results of this survey are expected in the third week of February 2011. The Company is also conducting additional trenching and sampling on banded iron formation (BIF)-hosted gold mineralization that returned assays of 0.33 g/t to 3.78 g/t Au from grab samples. The BIF-hosted gold mineralization will be tested during the drill programme to determine the grade, thickness and depth continuity of mineralization.

**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 (604) 568-1558

**Item 9 Date of Report**

February 8, 2011