

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  
Telephone: 604.568.1558  
Facsimile: 604.683.2484

**Item 2 Date of Material Change**

April 29, 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 April 29, 2011. The press release was issued in Vancouver, British Columbia.

**Item 4 Summary of Material Change**

The Company announced the opening of an office in Toronto and resignation of a director.

**Item 5 Full Description of Material Change**

The Company announced the opening of an additional office on Bay Street in Toronto, Ontario. The Company’s head office is located in Vancouver, British Columbia.

“We believe that the Company’s presence on Bay Street and its exposure to one of the world’s largest financial markets will allow for further business growth resulting in a benefit for our shareholders” said Kal Matharu, President and CEO of Tanzania Minerals Corp.

The Company also announced the resignation of John Icke, President and CEO of Resinco Capital Partners Inc. (formerly Longview Capital Partners Incorporated) as Director of the Company effective April 26, 2011. The Company expressed its appreciation for Mr. Icke’s past service and contributions to the Company.

**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**

April 29, 2011