

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**

September 7, 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 September 7, 2011. The press release was issued in Vancouver, British Columbia.

**Item 4 Summary of Material Change**

The Company announced Annual General Meeting results.

**Item 5 Full Description of Material Change**

The Company announced the results of the annual general meeting of shareholders (AGM) held on Tuesday, September 6, 2011.

At the AGM, the shareholders re-elected Kal Matharu, James Walchuck, John Knowles and Robert Dzisiak to serve on the Board of Directors until the next annual meeting of shareholders.

Davidson & Company LLP were re-appointed as auditors of the Company for the ensuing year and the directors were authorized to fix the remuneration to be paid to the auditors.

In addition, all items put forward at the AGM were approved, including an ordinary resolution to re-approve the Company’s Stock Option Plan.

At a directors’ meeting held after the AGM, the directors appointed Kal Matharu as President and Chief Executive Officer, Ms. Lorilee Kozuska as Chief Financial Officer and Ms. Jude Fawcett as Corporate Secretary.

**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**

September 15, 2011