

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:

290C Fairhaven Road  
Winnipeg, Manitoba, R3P 2S6  
Telephone: 204-421-1999  
Facsimile: 604-669-3877

**Item 2: Date of Material Change**

The Letter of Intent ("LOI") with Twigg Gold Ltd. for interests in the Igurubi and Msasa gold projects in Tanzania was signed April 24, 2014. The parties agreed to extend the due diligence period of the transaction for an additional 30 days (until August 21, 2014) on July 25, 2014.

**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 July 25, 2014. The press release was issued in Vancouver, British Columbia.

**Item 4: Summary of Material Change**

Tanzania Minerals Corp. (the "Company" or "TZM") (TSX-V: TZM.V) (FRANKFURT: TM0.F) announces that further to its news release dated April 24, 2014, pursuant to which the Company entered into a letter of intent dated April 24, 2014 (the "LOI") to acquire from Twigg Gold Ltd. ("Twigg") its 75% and 90% interest in the Igurubi and Msasa gold projects, respectively, all parties have agreed to extend the due diligence period of the transaction for an additional 30 days, extending it until August 21, 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  
President and CEO  
Phone: 204-421-1999

**Item 9: Date of Report**

July 25, 2014