

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**

Due diligence related to the Letter of Intent (“LOI”) with Twigg Gold Ltd. for interests in the Igurubi and Msasa gold projects in Tanzania was completed on August 18, 2014. The parties agreed on that date to proceed with a definitive agreement to close the transaction and also agreed to extend the closing date of the transaction by 30 days to September 20, 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 August 18, 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: TMO.F) is pleased to announce that it has completed its due diligence with Twigg Gold Ltd. (“Twigg”) on the Igurubi and Msasa gold projects in Tanzania and plans to proceed with completing the definitive agreement on the transaction.

The Company also announces that further to its news releases of April 24, 2014 and July 25, 2014, pursuant to which the Company entered into a letter of intent to acquire Twigg’s 75% interest in the Igurubi Project and Twigg’s 90% interest in the Msasa Project for consideration of US \$350,000 and 7 million common shares upon closing of the transaction, all parties have agreed to extend the closing date of the transaction by 30 days to September 20, 2014.

Robert Dzisiak, President & CEO of Tanzania Minerals Corp. said, “We are pleased to have completed the due diligence on the acquisition of the Igurubi and Msasa projects and look forward to closing the transaction by September 20, 2014. We have confirmed our belief that these projects are highly prospective and will significantly enhance TZM’s current extensive exploration portfolio within Tanzania.”

**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**

August 18, 2014