

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 Igurubi and Msasa work programs started in October 2014. Sidney Soronow was appointed to the Board of Directors on November 5, 2014. The Board of Directors voted to grant incentive stock options to directors, officers and insiders (to purchase up to 3,150,000 shares of the Company) on November 5, 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 November 10, 2014. The press release was issued in Vancouver, British Columbia.

**Item 4: Summary of Material Change**

The Company announced a new work program on the recently acquired Igurubi gold project in Tanzania. The Company approved the appointment of Sidney Soronow to the Board of Directors on November 5. The Company approved the grant of incentive stock options on November 5.

**Item 5: Full Description of Material Change**

***Vancouver, BC, Canada – November 10, 2014*** – TANZANIA MINERALS CORP. (the "Company" or "TZM") (TSX-V: TZM.V) (FRANKFURT: TM0.F) is pleased to announce that its Tanzanian based exploration team will commence work at Igurubi as provided for by the terms of the Definitive Agreement (see announcement on October 21, 2014) subject to transaction approval by the Exchange and subsequent closing. Both of these events are expected imminently. The initial part of the programme will focus on the review and expansion of the work compiled by the previous owner in order to deliver an aggressive plan to explore and develop the project.

Robert Dzisiak, President and CEO of Tanzania Minerals Corp. stated, "We are pleased to report that fieldwork will commence shortly on the recently acquired Igurubi gold project. This will take the form of verification drilling with the objective of ultimately defining a maiden resource on the property. At this exciting juncture we are also delighted to announce the appointment of Mr. Sidney Soronow to the Board of Directors".

**COMPANY ANNOUNCES NEW WORK PROGRAMME** - The Company is pleased to announce details of a detailed work programme on the recently acquired Igurubi gold project in the Nzega Greenstone Belt in the Lake Victoria Goldfield, Tanzania (see release on October 21, 2014).

The first phase of work will involve the verification of the existing 76 hole (7,001 m) reverse circulation ("RC") drilling results in an attempt to use this information to form the backbone of a maiden resource on the property. This verification will include detailed inspection of the existing database, resampling of RC chips, and twin several of the RC holes with core holes to verify the grades and geology. Based on this information a resource definition drilling programme (Phase 2)

will be conducted on a focused area, or areas, along the 5.2 km strike length of the known mineralized system. The current extent of the mineralization was tested utilizing 166 aircore holes, 127 RAB holes and the aforementioned 76 hole RC programme. The RC holes resulted in the analysis of 2,409 one- to two-metre samples with 114 samples containing gold grades greater than 0.4 g/t Au. The highest gold grade recorded was from drill hole IGRC-12, which returned an average grade of 35.7 g/t Au (based on three assays) over one metre at a depth of 69 m. The diamond drilling will determine the true thickness of mineralization and relationship of the mineralization with alteration and host rock.

A deep penetration IP geophysics survey will be employed to help define the depth of the system. This IP survey will be extended to help define parallel mineralized structures that were previously identified by soil geochemistry, magnetic surveys, and verified through limited scout drilling. Also included in Phase 1 of the work programme are reconnaissance surveys (mapping, geochemistry and geophysics) over parts of the licence block that have not undergone detailed exploration. Efforts are also being made to consolidate adjacent licence areas which the Company believes have discovery potential.

**COMPANY ANNOUNCES APPOINTMENT OF DIRECTOR** - The Company is further pleased to announce the appointment of Mr. Sidney Soronow, LL.B. to the Board of Directors.

Mr. Soronow is a Barrister and Solicitor. He has been a member of the Law Society of Manitoba since 1972. Mr. Soronow's practice focuses primarily on corporate and commercial law, real estate and administrative law. He received his law degree from the University of Manitoba as the Gold Medalist. He is a director of Karoo Exploration Corp. and previously served as its President.

**COMPANY ANNOUNCES GRANT OF INCENTIVE STOCK OPTIONS** – The Company also announced that it has granted incentive stock options to directors, officers and insiders of the Company to purchase up to 3,150,000 common shares of the Company at a price of \$0.05 per share, exercisable for a period of five years. The options are being granted pursuant to the terms of the Company's stock option plan and are subject to regulatory approval.

Tanzania Minerals Corp. is an emerging junior exploration company trading on the TSX Venture Exchange. The company has an extensive portfolio of projects in Tanzania.

Additional information on Tanzania Minerals Corp., including technical reports and other public documents is available on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.tanzaniaco.com](http://www.tanzaniaco.com).

Qualified Person: Dr. Sandy M. Archibald, PGeo, EurGeol, Consultant Geologist, Aurum Exploration Services, is the Qualified Person who supervised the preparation of the technical data in the November 10, 2014 news release.

**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**

November 10, 2014