

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 Company's AGM took place on January 13, 2015. The CEO's (Chief Executive Officer's) announcement of his decision to step down as President and CEO took place at the Board of Directors' meeting immediately following the AGM on January 13, 2015 with his resignation as President and CEO to be effective January 31, 2015.

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 January 15, 2015. The press release was issued in Vancouver, British Columbia.

Item 4: Summary of Material Change

The Company announced the results of its January 13, 2015 Annual General Meeting and announced the resignation of Robert Dzisiak as President and CEO effective January 31, 2015.

Item 5: Full Description of Material Change

The Company announces that the Company's AGM took place on January 13, 2015. Motions were carried:

- To appoint Davidson & Company LLP, Chartered Accountants as Auditors for the ensuing year;
- To fix the number of Directors for the ensuing year at four;
- To elect James Walchuck, Robert Dzisiak, Ryan Walchuck, and Sidney Soronow as Directors of the Company;
- To adopt the 2014 Stock Option Plan as amended (subject to approval of the TSX Venture Exchange); and
- To receive the financial statements of the Company and the related auditors' reports for the fiscal year ended February 28, 2014.

The Company also announces that its Board of Directors has accepted the resignation of Robert Dzisiak as the Company's President and Chief Executive Officer effective January 31, 2015. James Walchuck, Chairperson of the Board of Tanzania Minerals Corp. stated, "We thank Rob for his service to the Company in the role of CEO".

An interim President and CEO will be appointed in the near future.

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

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

January 15, 2015