

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 transaction between Tanzania Minerals Corp. & Twigg Gold Ltd. was acknowledged by the Company on August 5, 2015 to be terminated.

**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 5, 2015. The press release was issued in Vancouver, British Columbia. Previous press releases regarding the transaction were released on October 21, 2014, November 10, 2014, March 11, 2015 and March 30, 2015.

**Item 4: Summary of Material Change**

The transaction between Tanzania Minerals Corp. and Twigg Gold Ltd. is terminated.

**5: Full Description of Material Change**

Tanzania Minerals Corp. (the "Company" or "TZM") is providing an update with respect to its transaction with Twigg Gold Ltd. ("Twigg"). Twigg has provided formal notice that it will no longer proceed with the transaction where it would sell its Igurubi and Msasa assets to TZM.

The agreement (announced October 21, 2014) is terminated effective immediately.

The Company will continue to seek new projects to support its Tanzanian portfolio of assets.

**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.

James Walchuck  
Chairman  
Phone: 204-421-1999

**Item 9: Date of Report**

August 5, 2015