

**MATERIAL CHANGE REPORT**  
**Form 51-102F3**

**Item 1**      **Name and Address of Company**

Tanzania Minerals Corp. (“Tanzania” or the “Corporation”)  
410 – 1040 West Georgia Street  
Vancouver, British Columbia  
V6G 3H1

**Item 2**      **Date of Material Change**

May 14, 2018.

**Item 3**      **News Release**

The Corporation issued a press release relating to the material change described herein on May 14, 2018, through Stockwatch.

**Item 4**      **Summary of Material Change**

On May 14, 2018, the Corporation announced that it had receive the resignation of James Walchuck as President, Chief Executive Officer and a member of the Board of Directors of the Corporation effective upon the issuance of the announcement. Mr. Rob Dzisiak, currently the Chief Financial Officer of the Corporation (which position he resigned from effective immediately) has been appointed as interim President and Chief Executive Officer. Ms. Lorilee Kozuska, currently the Corporation’s controller, has been appointed as interim Chief Financial Officer.

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

**5.1 Full Description of Material Change**

For a full description of the material change, please refer to the press release of the Corporation dated May 14, 2018, attached hereto as Schedule “A”.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6**      **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7**      **Omitted Information**

Not applicable.

**Item 8**      **Executive Officer**

The name and business number of an executive officer of the Corporation who is knowledgeable about the material change and this report is: Rob Dzisiak, Interim President and C.E.O. (204) 955-4803.

**Item 9**      **Date of Report**

This report is dated May 14, 2018.

## SCHEDULE "A"

### **Tanzania Announces Management and Board Changes**

**Vancouver, British Columbia – (May 14, 2018)** – Tanzania Minerals Corp. ("Tanzania" or the "Company") (TZM.H) announces that it has received the resignation of James Walchuck as President, Chief Executive Officer and a member of the Board of Directors of the Company effective upon the issuance of this announcement (with Mr. Walchuck remaining a consultant of the Company). The Company thanks Mr. Walchuck for his many years of service to the Company and wishes him success in his future endeavours.

The Company has appointed Rob Dzisiak (currently the Chief Financial Officer of the Company, which position he will resign effective immediately) the interim President and Chief Executive Officer of the Company and Lorilee Kozuska (currently the Company's controller) as interim Chief Financial Officer of the Company.

On behalf of the Board of Directors of Tanzania Minerals Corp.

For further information contact:

Tanzania Minerals Corp.  
Robert Dzisiak  
Interim President and Chief Executive Officer  
Tel: (204) 955-4803

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