

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

ITEM 1: NAME AND ADDRESS OF COMPANY

Tanzania Minerals Corp. (“Tanzania” or the “Corporation”)
300 Bellevue Centre
235 15th Street
West Vancouver, British Columbia
V7T 2X1

ITEM 2: DATE OF MATERIAL CHANGE

November 5, 2018

ITEM 3: PRESS RELEASE

November 5, 2018

ITEM 4: SUMMARY OF MATERIAL CHANGE

Tanzania Minerals Announces Proposed Reverse Takeover By Jushi Inc.

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 November 5, 2018, attached hereto as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

The restructuring transaction is subject to the consent of the TSX Venture Exchange and as such, the Corporation will be filing documents in compliance with the Policies and requirements of the TSX Venture Exchange as they relate to a Reverse Takeover.

ITEM 6: RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: EXECUTIVE OFFICERS

Rob Dzisiak – President and CEO; (204) 955-4803

ITEM 9: DATE OF REPORT

November 5, 2018

Schedule "A"
TANZANIA MINERALS CORP.
NEWS RELEASE

FOR IMMEDIATE RELEASE

Not for distribution to United States newswire services or for release publication, distribution or dissemination, directly or indirectly, in whole or in part, in or into the United States.

**Tanzania Minerals Announces
Proposed Reverse Takeover By Jushi Inc.**

Vancouver, British Columbia – November 5, 2018 – Tanzania Minerals Corp. [NEX: **TZM.H**] (“**Tanzania**” or the “**Company**”) is pleased to announce that it has entered into a letter agreement dated as of November 2, 2018 (the “**Letter Agreement**”) with Jushi Inc. (“**Jushi**”). The Letter Agreement outlines the proposed terms and conditions pursuant to which Tanzania and Jushi will effect a business combination that will result in a reverse takeover of Tanzania by the securityholders of Jushi (the “**Proposed Transaction**”). The Letter Agreement was negotiated at arm’s length.

Jushi and its industry leading management team is building an integrated multi-state owner and operator of cannabis licenses across the United States. Jushi is focused on continuing to build a diverse multi-state portfolio of branded cannabis assets through opportunistic investments and by internally pursuing licenses in attractive jurisdictions. Jushi strives to maximize shareholder value while delivering high quality products across all levels of the cannabis ecosystem.

Terms of the Transaction

The Proposed Transaction will be structured as an amalgamation, arrangement, takeover bid, share purchase or other similar form of transaction or a series of transactions that have a similar effect with Tanzania acquiring all voting securities of Jushi. The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice as determined by Jushi.

Completion of the Proposed Transaction is subject to a number of conditions, including receipt of all necessary shareholder and regulatory approvals, the execution of related transaction documents, approval of the NEX board of the TSX Venture Exchange (the “**NEX**”) for the delisting of the common shares of Tanzania (the “**Tanzania Shares**”) from the NEX and conditional approval of the Canadian Securities Exchange (the “**CSE**”) for the listing of the Tanzania Shares following completion of the Proposed Transaction.

In connection with the Proposed Transaction, the Company will be required to, among other things: (i) change its name to a name requested by Jushi and acceptable to applicable regulatory authorities; (ii) consolidate its outstanding Tanzania Shares on a basis to be determined; (iii) replace all directors and officers of the Company on closing of the Proposed Transaction with nominees of Jushi; and (iv) create a new class of non-participating super voting shares.

Under the Proposed Transaction, existing shareholders of the Company as of immediately prior to the completion of the Proposed Transaction would hold post-Consolidated Tanzania Shares (whose voting rights will be subordinated) with a value of \$2,660,000. Further details of the Proposed Transaction will be included in subsequent news releases and disclosure documents (which will include business and financial information in respect of Jushi) to be filed by the

Company in connection with the Proposed Transaction. It is anticipated that a special shareholder meeting of the Company to approve all required matters in connection with the Proposed Transaction and closing of the Proposed Transaction will take place in the first quarter of 2019.

The Common Shares of the Company will remain halted until all necessary filings have been accepted by applicable regulatory authorities.

Officers and Directors

Subject to applicable shareholder and CSE approval, it is anticipated that the officers and directors of the Company following the Proposed Transaction will be:

James Cacioppo - CEO & Chairman

Mr. Cacioppo is a very successful early stage investor in the legal cannabis industry, with dozens of investments in public and private entities. James has spent over two decades allocating capital as the Co-Founder and Managing Partner of One East Capital Advisors, a US\$2.3 billion hedge fund (peak AUM), and previously the President and Co-PM of Sandell Asset Management (US\$5.5 billion peak AUM) and Head of Distressed Debt at Halcyon Management.

Dennis Arsenault - Director

Mr. Arsenault has significant experience in the international cannabis sector. Dennis is formerly the CEO and Executive Chairman of Canadian Licensed Producer, Organigram Holdings. Dennis grew Organigram to be one of Canada's leading public cannabis companies.

Erich Mauff - EVP of Finance & Co-Head of Origination

Mr. Mauff is a highly seasoned and accomplished financial services executive with extensive capital markets experience. Erich was formerly Vice Chairman of Deutsche Bank N.A. and previously Head of N.A.'s Capital Markets & Treasury Solutions Groups.

Jon Barack - EVP of Business Development

Mr. Barack is a seasoned investor with over ten years of hedge fund investing experience. For five years, Jon worked directly with James Cacioppo at One East Capital Advisors focusing on public and private cannabis investments.

For more information please contact the Company at (204) 955-4803.

On Behalf of the Board of Directors of Tanzania Minerals Corp.
Rob Dzisiak
President & CEO

Tanzania is a former junior exploration company currently trading on the NEX. The Company was reorganized and funded in July 2018, specifically for the purpose of seeking out new business opportunities. Additional information on Tanzania, including public documents can be found on SEDAR at www.sedar.com.

All information contained in this news release with respect to Jushi was supplied by Jushi for inclusion herein and the Company has relied on the accuracy of such information without independent verification.

As noted above, completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, the required shareholder approval in respect of the applicable matters. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or listing statement of the Company to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Tanzania should be considered highly speculative.

The NEX has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

Forward-Looking Information and Statements

This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for holding the special meeting of shareholders of the Company and the timing for completing the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the combined company to successfully achieve business objectives, and expectations for other economic, business, and/or competitive factors.

By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, the Company has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the ability to consummate the Proposed Transaction; the ability to obtain requisite regulatory and

shareholder approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction on the proposed terms and schedule; the ability to satisfy the conditions to the consummation of the Proposed Transaction; the potential impact of the announcement or consummation of the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Proposed Transaction. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.