

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

**Item 1      Name and Address of Company**

TEMBO GOLD CORP. (the "Issuer")  
#1305 – 1090 West Georgia Street  
Vancouver, BC V6E 3V7

**Item 2      Date of Material Change**

March 2, 2017

**Item 3      News Release**

The news release was issued on March 3, 2017 by the Issuer through approved public media and subsequently filed on SEDAR.

**Item 4      Summary of Material Change**

The Issuer completed a non-brokered private placement and announced major shareholder changes.

**Item 5      Full Description of Material Change**

See attached press release for details.

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

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

Marc Cernovitch, Director  
Phone: 604-685-9316

**Item 9      Date of Report**

March 6, 2017



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## **Tembo Gold Corp. Announces Closing of Non-Brokered Private Placement**

**March 3, 2017, Tembo Gold Corp. (TSXV:TEM) (FRANKFURT:T23) (“Tembo” or the “Company”)** is pleased to announce that further to its news release dated January 20, 2017, the Company has completed its non-brokered private placement financing by issuing 7,500,000 common shares (each a “Share”) at a price of \$0.03 per Share for gross proceeds of \$225,000. A finder’s fee of \$7,000 was paid on a portion of the private placement. All Shares issued are subject to a four month hold period from the date of closing. Proceeds of the financing will be used for working capital.

### **About Tembo Gold Corp.**

Tembo is a Canadian publicly-listed mineral exploration company focused on the exploration and development of gold projects in Tanzania and the rest of Africa. The Company currently has a 100% interest in the Tembo Gold Project that is located adjacent to African Barrick’s Bulyanhulu Mine in the prolific Lake Victoria Greenstone belt in Tanzania. The Company is led by a highly experienced team with a proven history of developing, financing, and operating mining projects in Africa. The Company’s exploration strategy is to discover mineral resources as well as continue to look for additional opportunities that can bring value to the Company and its Shareholders.

*On Behalf of the Board of Directors of Tembo,*

*David Scott  
President & CEO*

*For more information please contact:*

*Marc Cernovitch  
Director & VP Business Development*

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### **Forward-Looking Statements**

This press release contains forward-looking statements. The forward-looking statements contained in this document are based on certain key expectations and assumptions made by Tembo and are often, but not always, identified by the use of words such as “anticipates”, “intends”, “expects”, and similar expressions. Although Tembo believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because Tembo can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a

number of factors and risks. These include, but are not limited to, the timing for filing the Required Filings, failure to obtain financial information from its Tanzanian subsidiaries, and risks associated with the mining industry in general. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements contained in this document are made as of the date hereof and Tembo undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.