

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

December 7, 2021

Item 3 News Release

The news release was released on December 7, 2021 through various approved public media and filed with the TSX Venture Exchange and the British Columbia, Alberta and Ontario Securities Commissions.

Item 4 Summary of Material Change(s)

See attached press release for details.

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

Simon Benstead, CFO and VP Corporate Development
Phone: 604-685-9316

Item 9 Date of Report

December 8, 2021



TEMBO GOLD ENTERS AGREEMENT WITH BARRICK GOLD FOR SALE OF NON-CORE LICENCES AND EQUITY INVESTMENT

Vancouver, December 7th, 2021 – Tembo Gold Corp. (TSXV: TEM) (“**Tembo**” or the “**Company**”) is pleased to announce that it has entered into a binding agreement with Barrick Gold Corporation (TSE: ABX; NYSE: GOLD) (“**Barrick**”), Bulyanhulu Gold Mine Limited (“**Buly**”), a subsidiary of Barrick, and Mineral Industry Promotion and Consulting Company Limited (“**MIPCCCL**”), a wholly-owned subsidiary of the Company, dated December 7th, 2021 (the “**Purchase Agreement**”) in respect of the sale of certain non-core prospecting licenses. Pursuant to the Purchase Agreement, MIPCCCL has agreed to sell to Buly a 100% ownership interest in six prospecting licences (the “**Licences**”) held by MIPCCCL located in Tanzania (the “**Transaction**”). Under the terms of the Purchase Agreement, the consideration payable and future commitments by Buly are as follows:

- US\$6,000,000 upon closing of the Transaction;
- Contingent payments calculated based on the inferred, indicated and measured gold mineral resources identified in the areas of land which are covered by the Licenses (the “**Licence Area**”) up to an aggregate amount of US\$45,000,000; and
- A requirement for Buly to invest a minimum of US\$9,000,000 in the Licence Area over the course of the four years following the closing of the Transaction.

The Licences are located in areas on which Tembo has not previously focused its exploration activities. Tembo retains its core licence on which all exploration activities over the past two drilling campaigns have been conducted, and on which there remains a significant number of untested new targets, as well as the three prime targets on which the bulk of the drilling was carried out.

Concurrently with the execution of the Purchase Agreement, Buly has agreed to subscribe for, on a non-brokered private placement basis, 5,518,764 of common shares of Tembo at a price of C\$0.27 per common share (the “**Private Placement**”) resulting in a proforma ownership of 5.5%.

INFOR Financial Inc. acted as financial advisor to the Company in connection with the Transaction. The Transaction and the Private Placement are subject to the approval of the TSX Venture Exchange (“**TSXV**”), certain regulatory approvals in Tanzania, and other closing conditions customary in transactions of this nature. Closing of the Transaction and Private Placement is expected to occur in the first quarter of 2022.

David Scott, President & CEO, stated “*This agreement is a key milestone in the advance of Tembo’s exploration on the Licence Area that the Company has long considered some the most prospective in the Lake Victoria goldfield, and a very significant confirmation of the oft stated potential for a significant gold discovery on this ground. We do not underestimate the significance of Barrick’s interest and the conclusion of this Purchase Agreement that will enable a serious advance of our exploration strategy, and our expectation and hope is that a number of significant new discoveries will be made, benefitting both the companies that are making the investment, the surrounding communities and this mining friendly country of Tanzania.*”

About Tembo Gold Corp.

Tembo is a Canadian publicly listed mineral exploration company (TEM on the TSX Venture Exchange) with a 100% interest in the Tembo Gold Project. Tembo’s focus is the discovery and development of gold projects in Africa. The Company has assembled 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 shareholders.

On Behalf of the Board of Directors of Tembo,

David Scott
President & CEO

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For more information please contact:

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Cautionary Statement Regarding Forward-Looking Information

This news release includes certain "forward-looking information" within the meaning of applicable Canadian securities legislation, including: the closing of the Transaction, including the satisfaction of the closing conditions thereunder and the expected timing thereof, and receipt of all regulatory approvals, including the approval of the TSXV and the Tanzania Fair Competition Commission for the Transaction, and the approval of the TSXV and the Bank of Tanzania with respect of the Private Placement; and the anticipated benefits and impacts of the Transaction and the Private Placement. All statements in this news release that address events or developments that we expect to occur in the future are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, although not always, identified by words such as "expect", "plan", "anticipate", "project", "target", "potential", "schedule", "forecast", "budget", "estimate", "intend" or "believe" and similar expressions or their negative connotations, or that events or conditions "will", "would", "may", "could", "should" or "might" occur. All such forward-looking statements are based on the opinions and estimates of management as of the date such statements are made.

Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond Tembo's control, including risks associated with or related to: the completion of the Transaction and the Private Placement, including receipt of all regulatory approvals and third-party consents, the volatility of metal prices and Tembo's common shares; changes in tax laws; the dangers inherent in exploration, development and mining activities; the uncertainty of reserve and resource estimates; not achieving development or production, cost or other estimates; actual exploration or development plans and costs differing materially from the Company's estimates; the ability to obtain and maintain any necessary permits, consents or authorizations required for mining activities; environmental regulations or hazards and compliance with complex regulations associated with mining activities; climate change and climate change regulations; fluctuations in exchange rates; the availability of financing; financing and debt activities; operations in foreign and developing countries and the compliance with foreign laws, including those associated with operations in Tanzania and including risks related to changes in foreign laws and changing policies related to mining and local ownership requirements or resource nationalization generally, including in response to the COVID-19 outbreak; remote operations and the availability of adequate infrastructure; fluctuations in price and availability of energy and other inputs necessary for mining operations; shortages or cost increases in necessary equipment, supplies and labour; regulatory, political and country risks, including local instability or acts of terrorism and the effects thereof; the reliance upon contractors, third parties and joint venture partners; challenges to title or surface rights; the dependence on key personnel and the ability to attract and retain skilled personnel; the risk of an uninsurable or uninsured loss; adverse climate and weather conditions; litigation risk; competition with other mining companies; community support for Tembo's operations, including risks related to strikes and the halting of such operations from time to time; conflicts with small scale miners; failures of information systems or information security threats; the ability to maintain adequate internal controls over financial reporting as required by law; compliance with anti-corruption laws, and sanctions or other similar measures; social media and Tembo's reputation; and other risks disclosed in the Company's public filings.

Tembo's forward-looking statements are based on the opinions and estimates of management and reflect their current expectations regarding future events and operating performance and speak only as of the date hereof. Tembo does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change other than as required by applicable law. There can be no assurance that forward-looking statements will prove to be accurate, and actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, no assurance can be given that any events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits or liabilities Tembo will derive therefrom. For the reasons set forth above, undue reliance should not be placed on forward-looking statements.