

FORM 51-102F3
MATERIAL CHANGE REPORT

CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Far Resources Ltd. (the "Company" or "Far Resources")
302-1620 West 8th Avenue
Vancouver, B.C.
V6J 1V4

Item 2 Date of Material Change

November 4, 2013

Item 3 News Release

The information pertaining to this material change was disseminated by news release via Marketwired on November 5, 2013

Item 4 Summary of Material Change

Far Resources announced that it had entered into a binding arm's length letter of intent (the "LOI") to acquire an initial 50% interest in and to 217 unpatented and 2 patented mineral claims located in New Mexico, USA known as the "Winston Property" (the "Property") from Redline Minerals Inc. ("Redline").

Item 5 Full Description of Material Change

The Company has entered into a binding, arm's length letter of intent (the "LOI") to acquire an initial 50% interest in and to 217 unpatented and 2 patented mineral claims located in New Mexico, U.S.A. known as the "Winston Property" (the "Property") from Redline Minerals Inc. ("Redline").

Redline is a private mineral exploration company based in Vancouver, B.C. which has entered into an agreement with Redline Resources Inc. ("RRI"), a capital pool company listed on the TSX Venture Exchange (the "TSXV"), pursuant to which RRI has agreed to acquire all of the issued and outstanding shares of Redline as its "qualifying transaction" for the purposes of the CPC policy of the TSXV.

Under the LOI, the Company has the option to acquire an initial 50% interest in the Property (the "Initial Option") by making cash payments to Redline totaling \$50,000, of which a non-refundable deposit of \$10,000 has been paid to date. An additional \$25,000 is payable upon completion of a satisfactory site visit and due diligence review by the Company and a further \$15,000 upon execution of a definitive agreement.

In addition, the Company is required to pay a further \$320,000 cash (\$80,000 per year) to cover applicable assessment/recording fees, taxes and underlying property payments, issue a total of 2,500,000 common shares of the Company to Redline (500,000 shares per year, with the first tranche due on closing) and incur exploration expenditures totaling \$1,500,000 over a period of four years, of which \$200,000 is to be spent in the first year.

Upon exercise of the Initial Option, the Company will have the further option, exercisable for a period of 90 days, to acquire up to an additional 30% interest in the Property (the "Additional Option"), in increments of 10% per annum, by paying an additional \$80,000 per year to cover ongoing assessment/recording fees, taxes and underlying property payments (up to \$240,000 in total), issuing an additional 500,000 common shares per year to Redline (up to 1,500,000 shares in total) and incurring a further \$500,000 in exploration expenditures per year (up to \$1,500,000 in total) on the Property over a period of 3 years.

During the term of the Initial Option and, if applicable, the Additional Option (collectively the "Option"), Far Resources shall be the operator of all exploration programs on the Property and shall have the right to determine, in its discretion, the location, nature and type of exploration work to be carried out on the Property.

Upon exercise of the Option, the Company and Redline will enter into a joint venture agreement for the further exploration and development of the Property with the Company as the initial operator thereof.

The LOI is subject to a number of conditions precedent including the completion of an initial site visit and due diligence review by the Company, the completion of an equity financing by the Company and the receipt of applicable regulatory approvals including the acceptance of the LOI as part of RRI's qualifying transaction with the TSXV.

The Company may pay a finder's fee in connection with the LOI in accordance with the policies of the Canadian National Stock Exchange.

Separate and apart from the Option, the Company and Redline have also agreed, subject to a satisfactory due diligence review by the Company, to enter into a separate joint venture agreement for the ownership and development of any and all stockpiled ore, tailings or dumps currently located on the Property on a 50/50 cost and profit sharing basis.

The Winston Property is located in the Black Range Mining District of southwestern New Mexico, and is road accessible from Interstate 25 and secondary forest access roads. The Property covers several known gold-silver occurrences and past producing mines, with mineralization typically occurring as gold and silver-bearing epithermal quartz veins cutting Tertiary volcanic rocks. This style of mineralization is similar to that in the historic Creede, Comstock and Tonopah precious metal mining districts and given the lack of documented recent exploration activity represents a very attractive target.

The technical content of the news release was reviewed by Lindsay Bottomer, P.Geo., a director of the Company and a Qualified Person as defined in National Instrument 43-101.

A copy of the news release is attached hereto as Schedule "A".

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This does not apply.

Item 7 Omitted Information

The Company has not omitted any information.

Item 8 Executive Officer

Keith Anderson
Chief Executive Officer
(604) 805 - 5035

Item 9 Date of Report

This report is dated November 11, 2013.

Schedule "A"
News Release

(see next page)

Far Resources Signs Letter of Intent to Acquire Winston Property

November 5, 2013 – Vancouver, B.C.: Far Resources Ltd. (CNSX:FAT) ("Far" or "the Company") has entered into a binding, arm's length letter of intent (the "LOI") to acquire an initial 50% interest in and to 217 unpatented and 2 patented mineral claims located in New Mexico, U.S.A. known as the "Winston Property" (the "Property") from Redline Minerals Inc. ("Redline").

Redline is a private mineral exploration company based in Vancouver, B.C. which has entered into an agreement with Redline Resources Inc. ("RRI"), a capital pool company listed on the TSX Venture Exchange (the "TSXV"), pursuant to which RRI has agreed to acquire all of the issued and outstanding shares of Redline as its "qualifying transaction" for the purposes of the CPC policy of the TSXV.

Under the LOI, the Company has the option to acquire an initial 50% interest in the Property (the "Initial Option") by making cash payments to Redline totaling \$50,000, of which a non-refundable deposit of \$10,000 has been paid to date. An additional \$25,000 is payable upon completion of a satisfactory site visit and due diligence review by the Company and a further \$15,000 upon execution of a definitive agreement.

In addition, the Company is required to pay a further \$320,000 cash (\$80,000 per year) to cover applicable assessment/recording fees, taxes and underlying property payments, issue a total of 2,500,000 common shares of the Company to Redline (500,000 shares per year, with the first tranche due on closing) and incur exploration expenditures totaling \$1,500,000 over a period of four years, of which \$200,000 is to be spent in the first year.

Upon exercise of the Initial Option, the Company will have the further option, exercisable for a period of 90 days, to acquire up to an additional 30% interest in the Property (the "Additional Option"), in increments of 10% per annum, by paying an additional \$80,000 per year to cover ongoing assessment/recording fees, taxes and underlying property payments (up to \$240,000 in total), issuing an additional 500,000 common shares per year to Redline (up to 1,500,000 shares in total) and incurring a further \$500,000 in exploration expenditures per year (up to \$1,500,000 in total) on the Property over a period of 3 years.

During the term of the Initial Option and, if applicable, the Additional Option (collectively the "Option"), FAR shall be the operator of all exploration programs on the Property and shall have the right to determine, in its discretion, the location, nature and type of exploration work to be carried out on the Property.

Upon exercise of the Option, the Company and Redline will enter into a joint venture agreement for the further exploration and development of the Property with the Company as the initial operator thereof.

The LOI is subject to a number of conditions precedent including the completion of an initial site visit and due diligence review by the Company, the completion of an equity financing by the Company and the receipt of applicable regulatory approvals including the acceptance of the LOI as part of RRI's qualifying transaction with the TSXV.

The Company may pay a finder's fee in connection with the LOI in accordance with the policies of the Canadian National Stock Exchange.

Separate and apart from the Option, the Company and Redline have also agreed, subject to a satisfactory due diligence review by the Company, to enter into a separate joint venture agreement for the ownership and development of any and all stockpiled ore, tailings or dumps currently located on the Property on a 50/50 cost and profit sharing basis.

The Winston Property is located in the Black Range Mining District of southwestern New Mexico, and is road accessible from Interstate 25 and secondary forest access roads. The Property covers several known gold-silver occurrences and past producing mines, with mineralization typically occurring as gold and silver-bearing epithermal quartz veins cutting Tertiary volcanic rocks. This style of mineralization is similar to that in the historic Creede, Comstock and Tonopah precious metal mining districts and given the lack of documented recent exploration activity represents a very attractive target.

The technical content of this news release has been reviewed by Lindsay Bottomer, P.Geo., a director of the Company and a Qualified Person as defined in National Instrument 43-101.

About the Company

Far Resources Ltd. is an exploration company, publicly traded on the Canadian National Stock Exchange, focused on the identification and development of high potential mineral opportunities. To date, the Company has acquired two attractive projects in Northern British Columbia: the Silver Switchback and the Tchentlo. Both have returned encouraging gold, silver, and copper values.

ON BEHALF OF THE BOARD OF DIRECTORS OF
FAR RESOURCES LTD.

Keith C. Anderson, President

The Canadian National Stock Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.

This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Readers are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Specifically, the LOI is subject to numerous conditions precedent to closing including the completion of a satisfactory site visit and due diligence review by the Company and regulatory approvals. There are no assurances that all

conditions precedent will be satisfied or waived or that the acquisition of the Property will be successfully completed on the terms and conditions contemplated herein or at all. Additionally, the Option is subject to the Company completing an equity financing in an amount not less than the first year's cash payments and exploration expenditures and there are no assurances that the Company will be successful in completing such financing on commercially reasonable terms or at all. All of the forward-looking statements made in this news release are qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at www.sedar.com. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances save as required under applicable securities legislation.