

**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”)  
Unit 114B – 8988 Fraserton Court  
Burnaby, BC V5J 5H8

**Item 2 Date of Material Change**

March 10, 2017

**Item 3 News Release**

The information pertaining to this material change was disseminated by news release via FSC Newswire on March 10, 2017.

**Item 4 Summary of Material Change**

1. Far Resources announced updates to its director and executive compensation program (“**Director and Executive Compensation**”);
2. Far Resources announced it would acquit certain outstanding invoices with its service providers in the amount of \$18,000 through the issuance of 200,000 shares at a deemed price of \$.09 (the “**Debt Settlement**”); and
3. Far Resources announced it had entered into certain consulting agreements for corporate development and general consulting services with service providers at a rate of \$5000.00 per month, where the payment for services will be payable in shares (the “**Monthly Fee**”).

**Item 5 Full Description of Material Change**

**1. Director and Executive Compensation**

The Company and certain of its directors have agreed that director fees of \$1000 per month will be paid for their services to the Company on an annual basis, to be paid as \$6000 cash and \$6000 payable in Common shares in the equity of the Company. The Company has increased the CEO’s monthly salary to \$10,000 per month, payable as \$6000 cash per month and the remainder to be payable in Common shares in the equity of the Company. The shares payable to officers and directors will be issued on the last day of the fiscal year and the share issuance price will be calculated based on the 30 day average closing price of the shares for the period immediately preceding the share issuance (the “**Issue Price**”) provided that the Issue Price shall not be below \$0.10 per Share.

**2. Debt Settlement**

The Company has agreed to acquit certain outstanding invoices with its service providers in the amount of \$18,000 through the issuance of 200,000 shares at a deemed price of \$.09.

**3. Monthly Fee**

The Company has also entered into certain consulting agreements for corporate development and general consulting services with service providers at a rate of \$5000.00 per month, where the payment for services will be payable in shares (the “**Monthly Fee**”). For each such consulting agreement, the Monthly Fee will payable in arrears on the last day of each month in which services were provided and will be paid through the issuance of that number of Common shares valued at

\$5000 (the “**Shares**”) where the share issuance price will be calculated based on the 10 day average closing price of the Shares for the period immediately preceding the share issuance (the “**Issue Price**”) provided that the Issue Price shall not be below \$0.10 per Share.

The issuance of securities described herein release are subject to acceptance by the Canadian Securities Exchange and may be subject to statutory hold periods of four months and one day from date of issue. All amounts quoted in this news release are in Canadian funds.

*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 April 3, 2017

*Not for dissemination in the US or to US wire services.*

## Far Resources Updates Compensation to Officers and Directors

**March 10, 2017 – Vancouver, BC:** Far Resources Ltd (CSE:FAT) (FSE:FOR) [www.farresources.com](http://www.farresources.com) ("Far Resources" or the "Company") announces that it will issue shares to certain officers, directors and consultants to compensate its team for work performed and to acquire ongoing services. The Company has negotiated payment terms with its suppliers, payable as shares, to control cash flow and to provide equity compensation to offer team members the opportunity to hold a financial stake in the Company. The Company has agreed to acquit certain outstanding invoices with its service providers in the amount of \$18,000 through the issuance of 200,000 shares at a deemed price of \$.09. The Company and certain of its directors have agreed that director fees of \$1000 per month will be paid for their services to the Company on an annual basis, to be paid as \$6000 cash and \$6000 payable in Common shares in the equity of the Company. The Company has increased the CEO's monthly salary to \$10,000 per month, payable as \$6000 cash per month and the remainder to be payable in Common shares in the equity of the Company. The shares payable to officers and directors will be issued on the last day of the fiscal year and the share issuance price will be calculated based on the 30 day average closing price of the shares for the period immediately preceding the share issuance (the "Issue Price") provided that the Issue Price shall not be below \$0.10 per Share. The Company has also entered into certain consulting agreements for corporate development and general consulting services with service providers at a rate of \$5000.00 per month, where the payment for services will be payable in shares (the "Monthly Fee"). For each such consulting agreement, the Monthly Fee will payable in arrears on the last day of each month in which services were provided and will be paid through the issuance of that number of Common shares valued at \$5000 (the "Shares") where the share issuance price will be calculated based on the 10 day average closing price of the Shares for the period immediately preceding the share issuance (the "Issue Price") provided that the Issue Price shall not be below \$0.10 per Share.

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### About the Company

Far Resources Ltd. is an exploration company, publicly traded on the Canadian Securities Exchange under the symbol FAT, focused on the identification and development of high potential mineral opportunities in stable jurisdictions. Please visit our updated website at [www.farresources.com](http://www.farresources.com) for full details. Far Resources may acquire or option properties of merit to meet its ongoing goal to locate, advance and unlock the potential of these mineral opportunities. Far Resources has option agreements in place on the Zoro Lithium Property in Manitoba, Canada and the Winston Property in New Mexico, USA. Far Resources has optioned its wholly owned Tchentlo Lake Property in British Columbia, Canada to Alchemist Mining Inc.

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

Keith C. Anderson, President  
604-805-5035

**The Canadian Securities 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. 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](http://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. This news release does not constitute an offer to sell securities and the Company is not soliciting an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.*

*This news release, required by applicable Canadian laws, is not for distribution to U.S. news services or for dissemination in the United States and does not constitute an offer of securities for sale in the United States. These securities have not and will not be registered under United States Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States or to a U.S. Person unless so registered, or an exemption from registration is relied upon.*