

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

1. Name and address of the Company.

Zara Resources Inc. (the "Company")
208 Queens Quay West, Suite 2506
Toronto, Ontario
M5J 2Y5

2. Date of Material Change.

January 17, 2013.

3. News Release.

A press release disclosing the material change was released on January 23, 2013 through the facilities of FSCwire.

4. Summary of Material Change.

The Company acquired a 100% interest in the Riverbank claims.

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. Full Description of Material Change.

A full description of the material change is contained under Item 4.

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

The report is not being filed on a confidential basis.

7. Omitted Information.

No significant facts have been omitted from this Material Change Report.

8. Executive Officer.

For further information, contact Daniel Wettreich, CEO at 416-628-9879.

9. Date of Report.

This report is dated at Toronto, this 23rd day of January, 2013.

ZARA RESOURCES INC.

Per: "Daniel Wettreich" (signed)
Daniel Wettreich, Chief Executive Officer

SCHEDULE “A”

This news release is not for distribution or dissemination in the United States of America



208 Queens Quay West, Suite 2506, Toronto, Ontario, M5J 2Y5 Phone: (647) 931 9775

ZARA COMPLETES ACQUISITION OF RIVERBANK CLAIMS FROM MELKIOR

Toronto, Ontario, January 23, 2013 – Further to its press release of December 17, 2012, Zara Resources Inc. (CNSX: ZRI) (“Zara”) is pleased to announce that it has completed its acquisition of the Riverbank claims (“Riverbank”) from Melkior Resources Inc. The consideration for 100% of Riverbank was \$68,000 payable by the issuance of 225,000 common shares of Zara at a deemed price of \$0.10 per share, and 455,000 non-voting convertible 5% preference shares of Zara at a deemed price of \$0.10 per share. The preference shares annual yield will be payable in common shares of Zara at the prevailing market price, and are convertible at the discretion of Zara into common shares of Zara at the market price at the time of conversion. Riverbank is also subject to a pre-existing 2% NSR.

Riverbank is located in the Kasabonika-McFauld’s Greenstone Belt about 540 km to the north east of Thunder Bay and 350 km north of Geraldton, Ontario. It consists of 8 unpatented mining claims comprising 87 claim units covering an area of approximately 1392 ha. The property is believed to be underlain in part by mafic to ultramafic rocks that potentially could host nickel-copper mineralization.

This press release has been reviewed and approved by Alan Aubut, P.Geo, an independent geological consultant and a Qualified Person under National Instrument 43-101.

About Zara Resources

Zara is a Toronto based mineral company developing its Pigeon River and Riverbank nickel-copper projects, in Ontario, Canada, as well as the acquisition and development of other Canadian natural resource properties.

For more information please see www.ZaraResourcesInc.com or contact Danny Wettreich at (647) 931 9775 or dw@zararesourcesinc.com

Forward-Looking Information: This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business and trading in the common stock of Zara Resources Inc. The forward-looking information is based on certain key expectations and assumptions made by the company’s management. Although the company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the company can give no assurance that they will prove to be correct. These forward-looking statements are made as of the date of this press release and the company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

The CNSX has not reviewed, approved or disapproved the content of this press release