

**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.**

June 10, 2013.

**3. News Release.**

A press release disclosing the material change was released on June 10, 2013 through the facilities of FSCwire.

**4. Summary of Material Change.**

The Company has made an offer to purchase shares of Visible Gold Mines Inc

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 (647) 931 9775.

**9. Date of Report.**

This report is dated at Toronto, this 10<sup>th</sup> day of June, 2013.

**ZARA RESOURCES INC.**

*/s/ Daniel Wettreich*

Per: \_\_\_\_\_  
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 ANNOUNCES OFFER TO PURCHASE SHARES OF VISIBLE GOLD MINES INC.**

Toronto, Ontario, June 10, 2013 - Zara Resources Inc. (CNSX: ZRI) ("Zara") is pleased to announce its offer (the "Offer") to purchase shares of Visible Gold Mines Inc. (TSXV: VGD) ("Visible") at a price of \$0.03375 per Visible share. Zara will issue Zara shares to tendering Visible shareholders. The Offer is available only to Visible shareholders who are Accredited Investors. Upon acquiring up to 19.9% of the shares of Visible, Zara will press for board and management changes, calling for a meeting of shareholders, if necessary, to replace the current Visible board with Zara's nominees.

The Offer is to purchase up to 11,369,767 Visible shares representing up to 19.9% of the issued and outstanding shares of Visible. The Offer is at a price of \$0.03375 per share to be satisfied by the issuance of Zara shares. Tendering shareholders will receive 0.28125 shares of Zara in exchange for each tendered share of Visible. Based on the most recent trading price of Visible at \$0.015 and of Zara at \$0.12, the Offer represents a premium of approximately 125%. Danny Wettreich, the CEO of Zara, has advised Zara that he will be accepting the Offer with respect to the 5% of the shares of Visible that he presently owns.

The Offer is open to tendering shareholders in Canada who are Accredited Investors, as defined in applicable securities legislation. Full details of the Offer will be included in a letter to shareholders of Visible, along with a Letter of Transmittal. Zara has established a website at [www.ZaraVisibleSupportTheNewBoard.com](http://www.ZaraVisibleSupportTheNewBoard.com) which has full information on the Offer, the proposed new Visible board of directors, and the reasons why shareholders of Visible should support the new board. The Offer will remain open until July 25, 2013 and may be withdrawn or amended by Zara at any time. Tendering Shareholders will not have withdrawal rights and should consult their own financial advisor.

The CEO of Zara, Danny Wettreich commented "The Current Board of Visible completed private placements since October, 2010 at prices as high as \$0.80, and at an average price of \$0.41. The current share price of Visible prior to the offer by Zara was \$0.015, a decline of 96% in the value of Visible shares from the average private placement price. As of the latest financial statements dated January 31, 2013, the Current Board has spent 96% of the \$12,600,000 raised

from these private placements without any commercially viable gold deposit being identified. Further, the Current Board owns only 1.6% of Visible and in the last three years has been paid \$769,585 in fees. In the most recent Visible Management Discussion & Analysis the Current Board said ‘...a significantly depressed share price provides the Corporation with few alternatives other than to significantly reduce its exploration activities’. Effectively the Current Board is out of ideas and is dead in the water. I think if shareholders of Visible want to improve the value of their investment they should either tender their shares to Zara or support Zara’s nominees for the proposed new board of directors.”

### **Actions the New Board Will Take**

Zara intends to replace the current board of directors of Visible with the nominees listed below in order to increase the Visible shareholder value by taking these actions:

- The New Board, through its expertise, will review all current gold properties of Visible and decide which projects should be focused on and which should be sold, joint ventured or allowed to lapse;
- The New Board will focus intently on developing the primary gold project of Visible, namely the 60%-owned Break Project previously owned by Cadillac Mining Corporation;
- The New Board will seek to delist Visible from the TSXV and list Visible on the CNSX which will substantially reduce the cost of maintaining the public listing of Visible, as well as enabling future business transactions to occur more promptly and efficiently;
- The New Board will focus upon enhancing shareholder value by seeking acquisition and merger candidates to diversify the Visible project portfolio; and
- The New Board will communicate clearly and regularly with shareholders so that they are kept fully informed as to the progress and prospects of their investment in Visible.

### **The Proposed New Board of Directors of Visible**

#### **Danny Wettreich**

Danny Wettreich is the Chairman and CEO of Zara Resources Inc (CNSX:ZRI). He has over 40 years of experience investing in small caps, and started his career doing M&A work for two London merchant banks. Since June 2012, Mr. Wettreich has:

- Created 5 CNSX listed public companies;
- Raised \$1,430,000 for these companies via private placements;
- Completed 4 spin offs and Plans of Arrangement;
- Acquired 6 mineral properties; and
- Completed 8 acquisition transactions with the following arms length public companies:
  - Castle Resources Inc. (TSXV: CRI)
  - Stratabound Minerals Corp. (TSXV: SB)
  - Gorilla Resources Corp. (CNSX: GOA)

- Green Swan Capital Corp. (TSXV: GSW)
- Largo Resources Inc. (TSXV: LGO)
- Melkior Resources Inc. (TSXV: MKR)
- Pele Mountain Resources Inc. (TSXV: GEM)
- Hudson River Minerals Ltd. (TSXV: HRM)

Danny Wettreich is also a director of GreenBank Capital Inc (CNSX:GBC) a merchant banking business, and Winston Resources Inc (CNSX:WRW), Hadley Mining Inc (CNSX:HM) and CNRP Mining Inc (CNSX: CND) all of which are mineral development companies. He has been Chairman and CEO of Churchill Venture Capital LP, a Dallas, Texas private equity business, for more than 20 years, and is Managing Partner of Churchill Natural Resource Partners, LP, which invests in small cap mining companies. He has been a director of public companies listed on the CNSX, NASDAQ, the American Stock Exchange, the London Stock Exchange, the AIM Market of the London Stock Exchange, and the Vancouver Stock Exchange, a predecessor to the TSX Venture Exchange. These public companies have been in diverse businesses in mineral development, internet technologies, oil and gas, retailing, telecommunications, media, and real estate. He has facilitated 13 reverse takeover transactions of public companies in Canada, the USA and England. He is a graduate of the University of Westminster with a BA in Business. For more information please see his personal website at [www.DannyWettreich.com](http://www.DannyWettreich.com).

#### **Scott F. White**

Scott F. White is a director of Zara Resources Inc (CNSX:ZRI), Winston Resources Inc. (CNSX: WRW), Hadley Mining Inc. (CNSX: HM), CNRP Mining Inc (CNSX:CND) and GreenBank Capital Inc (CNSX:GBC). Mr. White is a Director and the founder of Parlay Games Inc. and he is also a director of a number of other private and public companies. Previously, Mr. White was a founding partner and the Managing Partner of Bush, Frankel, & White Barristers & Solicitors. He has a B.A. from the University of Toronto and an LLB from the University of Windsor.

#### **Peter Wanner**

Peter Wanner is a director of Zara Resources Inc (CNSX:ZRI), Winston Resources Inc. (CNSX: WRW), Hadley Mining Inc. (CNSX: HM), CNRP Mining Inc (CNSX:CND) and GreenBank Capital Inc (CNSX:GBC). He is the Managing Director of IG Aviation Tax Services Inc. providing accounting services to the aviation industry. Mr. Wanner is also a director and CEO of Triumph Ventures II Corp and Triumph Ventures III Corp, which are Capital Pool Companies. He is a director and CEO of First National Energy Corp, a public company on the OTC in the USA. Mr. Wanner received his Certified General Accountant designation in 1981 and after working in public accounting he became VP & Controller of Worldways Canada – then Canada's 3rd largest airline. He has 25 years experience in accounting and financial consulting, and has worked with companies in Canada, the United States, Mexico and the United Kingdom.

#### **Alan Aubut**

Alan Aubut is President of Sibley Basin Group Geological Consulting Services Ltd. which provides geological consulting services with particular expertise in geostatistical applications for mineral exploration, resource estimation and project development. Previously, he was from 1980 to 2010 a geologist with Inco Ltd ( now Vale) working throughout Ontario, Manitoba,

Saskatchewan and the North West Territories, as well as providing services to operations in Australia, Indonesia and New Caledonia. He is a Member of the Society of Economic Geologists, the Association of Professional Geoscientists of Ontario, and the North-western Ontario Prospectors Association. He is a graduate of Lakehead University with a B.Sc. (Geology) and of the University of Alberta with a M.Sc.(Geology).

### **About Zara Resources**

Zara is a Toronto based mineral company developing its Forge Lake gold project and its Pigeon River nickel-copper project in Ontario, Canada. It continues to seek the acquisition of other Canadian natural resource properties.

For more information please see [www.ZaraResourcesInc.com](http://www.ZaraResourcesInc.com) or contact Danny Wettreich at (647) 931 9775 or [dw@zararesourcesinc.com](mailto: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