

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 M5J2Y5

2. Date of Material Change

August 28, 2013.

3. News Release.

A press release disclosing the material change was released on August 28, 2013 disclosed through the facilities of Newsfile Corp.

4. Summary of Material Change.

The Company announced the filing on SEDAR of a single takeover bid circular and the commencement of its offer to purchase 100% of the issued common shares of three unrelated companies, Visible Gold Mines Inc., Greencastle Resources Inc., and Altai Resources 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 29th day of August, 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 COMMENCES BIDS AND FILES SINGLE TAKEOVER BID CIRCULAR FOR THREE TSXV-LISTED COMPANIES

Toronto, Ontario, August 27, 2013 – Zara Resources Inc. (CNSX: ZRI) today announced that it has filed on SEDAR a single takeover bid circular and commenced its offers to purchase 100% of the issued common shares of three unrelated companies: Visible Gold Mines Inc. (TSXV: VGD); Greencastle Resources Ltd. (TSXV: VGN); and Altai Resources Inc. (TSXV: ATI).

- Offering to buy 100% of all issued shares of Visible Gold Mines, Greencastle Resources, and Altai Resources
- Each of the three bids offers a substantial premium over market prices
- Single circular for three simultaneous takeover bids is a unique, innovative, highly cost-effective offering approach that affords target company shareholders the ability to evaluate their investment not only against the current Zara, but the greatly enhanced proforma Zara that combines the four companies
- Zara's strategy is to acquire small-cap companies with under-valued or poorly managed assets and bring a disciplined management focus to unlock asset value and establish a natural resource company focused on creating value for shareholders

As announced on August 19, 2013, Zara requested shareholder lists from each of the three companies. Zara has now received the lists and is proceeding with sending the take-over bid offer and circular.

"Zara Resources is a shareholder-value driven company," said Danny Wettreich, its Chairman and Chief Executive Officer. "Our strategy is to acquire small-cap natural resource companies thereby offering shareholders the opportunity to exit their poorly performing investments and become part of an enhanced Zara that is more valuable than the sum of its parts. Combining these three companies with Zara's existing operations, will advance that objective and we will then continue to acquire additional businesses that we have identified as attractive opportunities. Our commitment to running a lean, aggressive, fast-moving, and growing company creating increasing value for our shareholders stands in sharp contrast to the performances of Visible, Greencastle, and Altai. The directors and managements of these companies have for years paid themselves unjustified fees and spent millions of their shareholders' dollars with little to show for it while the share prices of their companies have collapsed," Mr. Wettreich said.

"The successful acquisition of all three companies will enable us to realize about \$1.2 million in annual savings from such basics as eliminating redundant and excessive management salaries and directors' fees, and duplicated administrative costs. The enlarged Zara will have over \$13.5 million in net cash and securities and a resource development portfolio comprising gold, nickel-copper, and oil and gas properties in five Canadian provinces, as well as in Nevada, U.S.A. Our market capitalization, based on the current share price of Zara at \$0.14, would be approximately \$27 million," he added.

"Our innovative approach to these bids is itself indicative of our cost-conscious, shareholder focused management style. To our knowledge, no Canadian company has ever used a single offering circular to pursue simultaneous bids for three independent companies," Mr. Wettreich noted.

The Offers

"In the past three years, shareholders in these three companies have experienced declines in their share prices ranging from 79% to 96%, while the directors of these companies have paid themselves more than \$2.5 million. Zara's offers represent substantial premiums from the price at which they were trading prior to our bid announcement." Mr. Wettreich said.

Zara's offers are as follows.

Visible Gold Mines Inc. at a price of \$0.05 per share to be satisfied by the issuance of 0.4167 shares of Zara in exchange for each tendered share of Visible. Based on the trading price of Zara prior to the bid announcement at \$0.12 and of Visible at \$0.015 prior to Zara's recent offer for 19.9% of Visible, that is a premium of 233%.

Greencastle Resources Ltd. at a price of \$0.14 per share to be satisfied by the issuance of 1.1667 shares of Zara in exchange for each tendered share of Greencastle. Based on the trading price of Zara prior to the bid announcement at \$0.12 and of Greencastle at \$0.06 that is a premium of 133%.

Altai Resources Inc. at a price of \$0.17 per share to be satisfied by the issuance of 1.4167 shares of Zara in exchange for each tendered share of Altai. Based on the trading price of Zara prior to the bid announcement at \$0.12 and of Altai at \$0.085 that is a **premium of 100%**.

“Zara is confident that our management and Board expertise will create significant value for these combined companies, compared to the failure of their current managements which have wasted shareholders’ money,” said Mr. Wettreich.

“Visible’s management has spent more than \$12 million of shareholders’ funds with little result. Visible’s directors recently stated ‘...*a significantly depressed share price provides the Corporation with few alternatives other than to significantly reduce its exploration activities.*’

“Greencastle has limited its activities to receiving declining oil royalties, and the partial spinoff of its gold exploration project. Despite this inactivity, the Greencastle directors have paid themselves the highest fees of the three companies, an amount of \$1.15 million.

“Altai has stagnated for decades. It has had the same CEO for 26 years, who actually told attendees of their recent annual meeting that he was ‘sick of the mining industry’ and was determined to leave the company within one year” Mr. Wettreich said.

Reasons why shareholders should accept the Zara Offer

“In contrast to the unacceptable track records of the directors and managements of these three companies, in a short period, Zara has shown itself to be a dynamic, aggressive company driven to creating value for our shareholders. We already have acquired 100% of three mineral properties from TSXV-listed companies: Riverbank, a nickel-copper property; Pigeon River; a nickel-copper property; and the Forge Lake gold property. In each case, the companies selling their properties demonstrated their faith in our prospects by accepting our securities as full payment” Mr. Wettreich said.

“We’ve also paid a dividend to Zara’s shareholders consisting of stock in a new public company owning the Riverbank property, successfully raised \$200,000 in private placements of common and preferred shares at \$0.12 per share, and strengthened our team with the appointment of a world-class geologist to our Board,” he added.

A copy of the Offering Circular and other information will be available at www.zaratakeoverbids.com.

Time is of the essence, shareholders are urged to carefully read the offer documents as they contain important information about their investments. All Visible, Greencastle and Altai shareholders are invited to ask questions relating

to the Offer by contacting the Information Agent, Kingsdale Shareholder Services Inc. toll-free at 1 866 879 7650.(English or French). Outside of North America, please dial 416-867-2272 (collect) or email contactus@kingsdaleshareholder.com.

About Zara Resources

Zara is a Toronto, Ontario-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 further information please visit our website at www.ZaraResourcesInc.com.

For further information:

Danny Wettreich,
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Zara Resources Inc.
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647-931-9775

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.