

Form51-102F3
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

May 30, 2014

3. News Release.

A press release disclosing the material change was released on May 30, 2014 disclosed through the facilities of Newsfile Corp.

4. Summary of Material Change.

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.

The Company announced that it has signed a Letter of Intent ("LOI") and proposes to enter into a definitive binding agreement (the "Agreement") to acquire certain recreational marine assets comprising two recreational submarines, a 10 year lease on a luxury yacht named *Avery Claire*, and the website www.LuxAquatica.com offering luxury yacht and diving services ("Lux Aquaticata") for the sum of \$500,000 (the "Consideration").

The *Avery Claire* is a 51 foot luxury yacht based in Honolulu, Hawaii with three air conditioned staterooms, a multipurpose sunroof deck capable of landing helicopters, and a submarine loading bay. The yacht has been featured in the popular TV series *Hawaii Five-O* and is intended to be used for recreational activities such as sunset cruises, snorkeling, and scuba diving. The *Avery Claire* is a fully certified diving support vessel, and is equipped with diving equipment including air compressors and first aid and oxygen aid apparatus. The newly modified recreational submarines are also located in Honolulu, Hawaii, and are designed to be launched from the *Avery Claire*. They have recently been modified to accommodate three passengers, and are intended to offer recreational exploration of the ocean in depths from 20 to 125 feet for up to 6 hours.

Subject to numerous conditions, including shareholder and regulatory approvals and the closing of the acquisition of the Lux Aquatica assets, Zara proposes to transfer 100% ownership of its Forge Lake and Pigeon River mineral exploration assets in Ontario ("Mineral Properties") to Linus Assets Inc ("Linus") a wholly owned subsidiary of Zara, and spin off 100% of Linus as a distribution to Zara shareholders. The spin-off will be transacted by way of a statutory plan of arrangement under the Business Corporations Act (British Columbia). Following the spin-off, Linus will apply for listing of its common shares on the CSE, although there is no guarantee that such listing application will be successful. A further press release providing more information will be issued by the Company in due course.

The Letter of intent sets out the basic terms of the Agreement to acquire all rights, title and interest to the Lux Aquatica assets from Chivas Land Limited. The Consideration will be payable \$250,000 in cash, and \$250,000 by the issuance of 5,000,000 new Zara shares at \$0.05 per share. Closing of the Agreement will be subject to \$250,000 financing being made available to Zara on terms suitable to Zara, as well as compliance with any required governmental and securities regulations, and the approval of a majority of Zara shareholders at a special shareholders meeting. Closing of the Agreement will further be subject to the completion of a private placement of no less than 6,000,000 new Zara shares at \$0.05 per share. At closing, Peter Wanner, Paul Cullingham, and Sethu Raman will retire as Directors of Zara, Mark Wettreich will retire as a Director and Officer of Zara, and Zara will appoint Philip Neilson and Mudai Nakagawa as independent Directors. In the event that Peter Wanner, Paul Cullingham, Sethu Raman and Mark Wettreich do not exercise at closing their previously granted incentive stock options, such options will be replaced by the same amount of warrants to acquire the same amount of common shares at \$0.05 per share, or the market price whichever is the higher. At closing Zara will grant Philip Neilson and Mudai Nakagawa 60 month warrants to each acquire 2,500,000 newly issued common shares of Zara at \$0.05 per share or the market price whichever is the higher, and Danny Wettreich 60 month warrants to acquire 5,000,000 newly issued common shares of Zara at \$0.05 per share or the market price whichever is the higher. Upon closing, a Finders Fee of 5% of the Consideration will be paid to an unrelated third party and a Negotiation Bonus of 5% of the Consideration will be paid to Danny Wettreich, a director of Zara. It is proposed that Zara will change its business to luxury investments, and will change its corporate name to Zara Assets Inc

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 30th day of May 2014

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 SIGNS LETTER OF INTENT TO ACQUIRE RECREATIONAL MARINE ASSETS

EXISTING MINERAL EXPLORATION ASSETS TO BE DISTRIBUTED IN A PLAN OF ARRANGEMENT

Toronto, Ontario, May 30, 2014 – Zara Resources Inc (CSE:ZRI) announces that it has signed a Letter of Intent (“LOI”) and proposes to enter into a definitive binding agreement (the “Agreement”) to acquire certain recreational marine assets comprising two recreational submarines, a 10 year lease on a luxury yacht named *Avery Claire*, and the website www.LuxAquatica.com offering luxury yacht and diving services (“Lux Aquaticata”) for the sum of \$500,000 (the “Consideration”).

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About Zara Resources

Zara is a Toronto, Ontario-based mineral company exploring its Forge Lake gold project and its Pigeon River nickel-copper project in Ontario, Canada. For further information please visit our website at www.ZaraResourcesInc.com.

For further information:

Danny Wettreich,
Chairman & CEO

Zara Resources Inc.

Email: dw@zararesourcesinc.com

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