

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

June 20,2014

3. News Release.

A press release disclosing the material change was released on June 20, 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 previously announced on May 30, 2014 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 Company has now signed on June 19, 2014 an amendment to the LOI which, among other matters, changes the composition of the consideration for the proposed purchase of the recreational marine assets to now comprise only of newly issued shares of Zara.

At closing of the proposed definitive binding agreement, the Consideration for the purchase of the recreational marine assets in the amount of \$500,000 will now be payable entirely by the issuance of 10,000,000 new Zara shares at \$0.05 per share. Previously, the Consideration was intended to comprise \$250,000 in cash and \$250,000 by the issuance of 5,000,000 new Zara shares at \$0.05 per share. No acquisition financing will now be required to complete the transaction. However, closing of the Agreement will now be subject to the completion of a private placement of no less than 7,000,000 new Zara shares at \$0.05 per share to provide working capital.

Closing of the proposed definitive binding agreement will be subject to compliance with any governmental and securities regulation, and the approval of a majority of Zara shareholders at a special shareholders meeting. There is no guarantee that the proposed private placement will be successful or that the proposed transaction will close.

Prior to closing of the definitive binding agreement, and subject to approval of Zara shareholders and regulatory authorities, Zara will transfer its Forge Lake mineral property to its

wholly owned subsidiary Desi Assets Inc (“Desi”) and its Pigeon River mineral property to its wholly owned subsidiary Sonjo Assets Inc (“Sonjo”) and will distribute to Zara shareholders by way of a Plan of Arrangement 100% of Desi and Sonjo. Previously the proposed mineral property transfers were intended to be made to only one subsidiary. That one subsidiary was intended to be called Linus Assets Inc, however that proposed corporate name did not receive approval from the British Columbia Registry Services. A further press release providing more information will be issued by the Company in due course.

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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 20th day of June 2014

ZARA RESOURCES INC.

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

SCHEDULE A



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

ZARA AMENDS LETTER OF INTENT

Toronto, Ontario, June 20, 2014 – Zara Resources Inc (CSE:ZRI) announces that it signed on June 19, 2014 an amendment to the Letter of Intent (“LOI”) previously signed on May 30, 2014, which amendment, among other matters, changes the composition of the consideration for the proposed purchase of the recreational marine assets to now comprise only of newly issued shares of Zara.

At closing of the proposed definitive binding agreement, the consideration for the purchase of the recreational marine assets in the amount of \$500,000 will now be payable entirely by the issuance of 10,000,000 new Zara shares at \$0.05 per share. Previously, the consideration was intended to comprise \$250,000 in cash and \$250,000 by the issuance of 5,000,000 new Zara shares at \$0.05 per share. No acquisition financing will now be required to complete the transaction. However, closing of the Agreement will now be subject to the completion of a private placement of no less than 7,000,000 new Zara shares at \$0.05 per share to provide working capital.

Closing of the proposed definitive binding agreement will be subject to compliance with any governmental and securities regulation, and the approval of a majority of Zara shareholders at a special shareholders meeting. There is no guarantee that the proposed private placement will be successful or that the proposed transaction will close.

Prior to closing of the proposed definitive binding agreement, and subject to approval of Zara shareholders and regulatory authorities, Zara will transfer its Forge Lake mineral property to its wholly owned subsidiary Desi Assets Inc (“Desi”) and its Pigeon River mineral property to its wholly owned subsidiary Sonjo Assets Inc (“Sonjo”) and will distribute to Zara shareholders by way of a Plan of Arrangement 100% of Desi and Sonjo. Previously the proposed mineral property transfers were intended to be made to only one subsidiary. A further press release providing more information will be issued by the Company in due course.

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