

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

November 27, 2014

3. News Release.

A press release disclosing the material change was released on November 27, 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 material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

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 27<sup>th</sup> day of November 2014

ZARA RESOURCES INC.

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

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 CONVERTS DEBT TO COMMON SHARES**

Toronto, Ontario, November 27, 2014 - Zara Resources Inc. (CSE: ZRI) ("Zara") announces that it has settled indebtedness owing to four different parties in the total amount of \$483,808 by the issuance of a total of 9,676,160 common shares at \$0.05 per common share (the "Debt Conversion"). No commission is payable in relation to the Debt Conversion. The common shares are subject to a hold period of four months and a day. The total amount of Zara shares issued and outstanding is now 42,294,760.

\$160,104 of the indebtedness was due to Sammiri Capital Inc. ("Sammiri") a private company owned by Daniel Wettreich, a director and CEO of Zara. Immediately after the transaction and including the shares held by Sammiri, Daniel Wettreich holds, directly and indirectly, an aggregate of 26,854,182 common shares of the Company, representing approximately 63.49% of the Company's issued and outstanding common shares.

\$56,500 of the indebtedness was due to Vista Gold Resources Inc. ("Vista") a private company owned by Sethu Raman, a director of Zara. Immediately after the transaction and including the shares held by Vista, Sethu Raman holds, directly and indirectly, an aggregate of 1,963,333 common shares of the Company, representing approximately 4.64% of the Company's issued and outstanding common shares.

The participation by Daniel Wettreich and Sethu Raman in the Debt Conversion is considered to be a related party transaction as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). A special committee consisting of independent directors established by the board of directors determined the related party transaction is fair and reasonable in the circumstances to the Company. The Company has relied on sections 5.5(b) and (c) of MI 61-101 for an exemption from the formal valuation requirement, and section 5.7(b) of MI 61-101 for an exemption from the minority shareholder approval requirements. A material change report in respect of the related party transaction will not be filed at least 21 days in advance of the closing of the Debt Conversion due to the Company's

immediate need to address its financial situation, which omission is both reasonable and fair in the circumstances. MI 61-101 requires if a material change report is filed less than 21 days before the expected date of the closing of the transaction, an explanation is to be provided as to why the shorter period is reasonable or necessary in the circumstances.

### **About Zara Resources**

Zara is a Toronto based mineral company exploring its Forge Lake gold project and its Pigeon River nickel-copper project in Ontario, Canada. For further information contact Danny Wettreich at (647) 931 9775 or [dw@zararesourcesinc.com](mailto:dw@zararesourcesinc.com) or see [www.ZaraResourcesInc.com](http://www.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 CSE has not reviewed, approved or disapproved the content of this press release