

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

September 14, 2015

3. News Release.

A press release disclosing the material change was released on September 14, 2015 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 14<sup>th</sup> day of September 2015

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 RESOURCES TO TRANSFORM INTO A NATURAL RESOURCES INVESTMENT COMPANY**

## **INTENDS A DUAL LISTING ON THE LONDON AIM MARKET**

### **DIRECTORS APPROVE SHARE CONSOLIDATION AND MANAGEMENT CHANGE**

Toronto, Ontario, September 14, 2015 – Zara Resources Inc (CSE: ZRI) (“Zara” or the “Company”) announces that it intends to seek shareholder approval to change its business to a natural resources investment company. Zara proposes to change its Board of Directors and its Management, seek a dual listing on the London AIM Market while retaining its CSE listing, and raise GBP 4 Million (or approximately CAD\$8.2 Million) in a private placement in London. Zara intends to change its corporate name to SmallCap Resource Investments Inc (“SRI”) or a similar name.

Conditional on completion of the dual listing on AIM, the Company intends to acquire minority interests in a number of publicly listed Canadian natural resource companies, utilizing a mixture of cash and newly issued shares in the Company.

Nigel Stuart Little will be the new Chairman of the Company. He is the former Group Vice Chairman of Canaccord Capital Corporation, one of the largest investment banking businesses in Canada. Mr Little was President of Canaccord Adams, the European division of Canaccord, for seven years. Previously he headed up the international divisions at Nomura International, Morgan Stanley International, NationsBanc Panmure/WestLB and HSBC James Capel. Since retiring from Canaccord, he has been a Senior Advisor to Kleinwort Benson Bank, and is currently a Senior Advisor to PPR Estates, a London based private real estate investment company. He has been a Director or Chairman of a number of public and private companies involved in technology, finance, natural resources, and real estate. He graduated with an Honors degree in Natural Sciences from the University of London and is a Fellow of The Securities Institute and a Freeman of the City of London.

“There is a substantial opportunity to create a dynamic portfolio of undervalued natural resource stocks in the Canadian small cap space, and that is where the new SRI will focus its activities” said Nigel Stuart Little.



The remaining members of the proposed new board of the Company, will be Alan Molloy as Vice Chairman, Paul Cullingham as CEO, and K. Sethu Raman, Kevin Green and David Lonsdale.

Alan Molloy is Chairman of Hillberry Trust Company Limited, a Fiduciary company based in the Isle of Man. He provides independent director and consultancy services, and sits on the Investment Committee of a UK investment management company, having previously been the managing director of the international services of Duncan Lawrie, a British private bank. He is a Fellow of the Institute of Banking in Ireland, a Chartered Fellow of the UK Chartered Institute for Securities and Investments and is a Chartered Wealth Manager. He is also a published author on investment related matters.

Paul Cullingham is a director and Vice President of GreenBank Capital Inc, a Canadian merchant bank listed on the Canadian Securities Exchange. He is also a director of five publicly listed mining exploration companies. He is CEO of Ubique Minerals Inc, a private mining exploration company, and of Inside Bay Street Corporation, an online portal for Canadian investors. He has been an investment banker for 29 years specializing in the resource and financial sectors.

K. Sethu Raman is a mineral exploration geologist with over 45 years of international experience in all phases of exploration, mine development, acquisitions and operations. He pioneered many new exploration strategies which have led to the discovery of 11 significant gold, silver, copper, zinc, phosphate and uranium deposits located near established mining camps, seven of which went on to become producing gold mines in Canada. As CEO of Holmer Gold Mines Ltd, he discovered the Timmins Gold Deposit for which he later negotiated a business combination with Lake Shore Gold Corp, a publicly listed Canadian mining company. He previously spent 13 years with Campbell Chibougamau Mines/Campbell Resources and the Royex Gold Mining Group of companies (now Barrick Gold Company) in various management positions including Vice President, where he played a key role in the discovery and development of six gold mines in Quebec, Ontario and NWT and in several major acquisitions. He is a director of four publicly listed mining companies in Canada, as well as a publicly listed medical research company. He holds a Ph.D degree in Geology from Carleton University and a UNESCO Post-Graduate Diploma from the University of Vienna, Austria.

Kevin Green is a petroleum geologist with over 35 years of experience in the oil and gas sector. He is Technical Director of Northcote Energy Ltd, an AIM listed USA based oil and gas company focused on onshore drilling and production. He has significant senior level expertise covering "well site" to "prospect generation" with a focus on exploitation, development and secondary oil recovery programs. His expertise includes energy investment banking as a Vice President with Merrill Lynch and Morgan Stanley. Previously he was a geologist with a number of USA based Exploration and Production energy companies. He holds a Bachelor in Geology from Colgate University in New York.

David Lonsdale is President and CEO of The Lonsdale Group, a Dallas-based private investor in small cap companies. He is a director of GreenBank Capital Inc (CSE:GBC) a publicly listed Canadian merchant bank. Previously he was for ten years the President of Allegiance Capital Corporation, a private investment bank focusing on mergers and acquisitions, with offices in Dallas, New York, and Chicago. Mr. Lonsdale has successfully built and sold three venture-funded information technology companies, including selling one of them to Microsoft. Earlier in his career he managed corporate divisions of McDonnell Douglas/Boeing and Dun & Bradstreet/A C Nielsen. He obtained his MBA in Finance & Marketing from Cornell University and his B.Sc. in Physics & Mathematics from Leeds Beckett University in the U.K.

The Company announces that its directors have approved a share consolidation of its common shares on the basis of one (1) “new” common share for ten (10) “old” common shares to be effective October 15, 2015. The Company anticipates that effective October 13, 2015, the common shares of the Company will commence trading on the CSE on a consolidated basis under the same stock symbol “ZRI”. Letters of transmittal describing the process by which shareholders may obtain new certificates representing their consolidated common shares will be mailed shortly to registered shareholders. Shareholders who hold their shares through a broker or other intermediary and do not have shares registered in their name will not be required to complete a letter of transmittal. No fractional shares will be issued under the share consolidation and any fraction will be rounded to the nearest whole number. Following the consolidation and subject to rounding, the company will have 4,332,666 common shares issued and outstanding.

Coinciding with the dual listing on AIM, Danny Wettreich, Peter Wanner and Mark Wettreich will retire as directors of the Company.

Subject to numerous conditions, including shareholder and regulatory approvals, Zara proposes to transfer 100% ownership of its mineral exploration assets in Ontario to Sonjo Assets Inc (“Sonjo”) a wholly owned subsidiary of Zara, and spin off 100% of Sonjo 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, Sonjo 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.

There is no guarantee that the dual listing on AIM will occur, or that the funding for the proposed private placement will be available, and if available will be on terms acceptable to the Company.

### **About Zara Resources**

Zara is a Toronto based mineral exploration company and owns the Forge Lake gold project in Ontario, Canada.

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