

**FORM 51-102F3  
NATIONAL INSTRUMENT 51-102**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

**FILED VIA SEDAR**

**Item 1.        Name and Address of Company**

Zara Resources Inc. (the "Company")  
100 King Street West, Suite 5700  
Toronto, Ontario M5X 1C7

**Item 2.        Date of Material Change**

A material change took place on February 6, 2018

**Item 3.        News Release**

On February 6<sup>th</sup>, 2018 a news release was released through the facilities of FSC Wire.

**Item 4.        Summary of Material Change**

The Company announced that it will not proceed with the acquisition by the Company of all the issued share capital of Fox Automotive Switzerland AG, ("Fox"), and has terminated the acquisition agreement with Fox.

The Company will also not proceed with the proposed acquisition of Magnum Korea Ltd pursuant to a Letter of Intent announced on September 19<sup>th</sup>, 2017.

The Company will now seek to acquire other mineral properties and investigate other business opportunities.

**Item 5.        Full Description of Material Change**

The Company announced that it will not proceed with the acquisition by the Company of all the issued share capital of Fox Automotive Switzerland AG, ("Fox"), and has terminated the acquisition agreement with Fox.

The Company will also not proceed with the proposed acquisition of Magnum Korea Ltd pursuant to a Letter of Intent announced on September 19<sup>th</sup>, 2017.

The Company will now seek to acquire other mineral properties and investigate other business opportunities.

The material change is more fully described in the Company's news release which is attached hereto as Schedule "A" and is incorporated herein.

**Item 6. Reliance on Section 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis in reliance on section 7.1(2) of National Instrument 51-102.

**Item 7. Omitted Information**

No significant information has been omitted from this Material Change Report.

**Item 8. Executive Officer**

For further information, contact Daniel Wettreich, CEO, at 647-931-9768.

**Item 9. Date of Report**

This report is dated at Toronto this 6<sup>th</sup> day of February, 2018

**ZARA RESOURCES INC.**

*/s/ Danny Wettreich*

Per: \_\_\_\_\_  
Danny Wettreich, CEO

**SCHEDULE A**

This news release is not for dissemination in the United States of America



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### ZARA TERMINATES AGREEMENT TO ACQUIRE FOX AUTOMOTIVE

Toronto, Ontario, February 6, 2018- Zara Resources Inc. (CSE: ZRI) ("Zara" or the "Company") announces that it will not proceed with the acquisition by Zara of all the issued share capital of Fox Automotive Switzerland AG, ("Fox"), and has terminated the acquisition agreement with Fox.

Zara will also not proceed with the proposed acquisition of Magnum Korea Ltd pursuant to a Letter of Intent announced on September 19<sup>th</sup>, 2017.

Zara will now seek to acquire other mineral properties and investigate other business opportunities.

#### About Zara Resources

Zara is a Toronto based mineral company publicly listed on the Canadian Securities Exchange. For further information contact Danny Wettreich at (647) 931 9768 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.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.