

**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 16, 2018

Item 3. News Release

On February 16th, 2018 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

Toronto, Ontario, February 12, 2018- Zara Resources Inc. (CSE: ZRI) ("Zara" or the "Company") announces that, Daniel Wettreich a director and CEO of Zara, has agreed to sell the majority of his shareholdings in Zara.

Item 5. Full Description of Material Change

The Company announces that, Daniel Wettreich a director and CEO of Zara, has agreed to sell the majority of his shareholdings in Zara.

At closing a number of independent investors (collectively "Purchasers"), will acquire from Daniel Wettreich, ("Wettreich") the total amount of 5,357,810 common shares (the "Shares") of Zara representing 51% of the issued and outstanding share capital of Zara, for the payment of \$850,000 at a deemed price of \$0.158647 per share.

Upon closing, which is expected to be on or about February 26, 2018, Zara will appoint Eugene Beukman a director and CEO, Damanjit Gahunia a director, and Ajit Bhatti a director. Daniel Wettreich will retire as a director and CEO, Mark Wettreich will retire as a director and Corporate Secretary, and Peter Wanner, Paul Cullingham and David Lonsdale will retire as directors.

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 16th 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



100 King Street West, Suite 5700, Toronto, Ontario, M5X 1C7 Phone: (647) 931 9768

ZARA CEO AGREES SALE OF SHARES AND NEW DIRECTORS AND OFFICERS TO BE APPOINTED

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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 or see 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.