

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

ALTAI RESOURCES INC. (“Altai” or the “Company”)
2550 Victoria Park Avenue
Suite 738
Toronto, Ontario, M2J 5A9

Item 2. Date of Material Change

August 28, 2013

Item 3. News Release

The news release was issued in Toronto, Ontario via Marketwired on August 28, 2013.

Item 4. Summary of Material Change

The Company announced in the news release that its Board of Directors has adopted a shareholder rights plan (the “**Plan**”) on August 28, 2013. Copy of the Plan is available on Altai’s website at www.altairesources.com and SEDAR at www.sedar.com.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

For full details, please see the attached news release dated August 28, 2013 in Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Niyazi Kacira, President, Telephone: (416) 383-1328

Item 9. Date of Report

September 3, 2013.

ALTAI RESOURCES INC.

Per: “Niyazi Kacira”

SCHEDULE "A"

NEWS RELEASE DATED AUGUST 28, 2013

Date: August 28, 2013

**ALTAI RESOURCES INC. COMMENTS ON ZARA'S UNSOLICITED OFFER; AND
ANNOUNCES ADOPTION OF SHAREHOLDER RIGHTS PLAN**

Altai Resources Inc. (ATI, TSX VENTURE; US SEC Rule 12g3-2(b) File # 82-2950) ("Altai" and the "Company") notes that Zara Resources Inc. ("Zara") has commenced an unsolicited offer to acquire all of the Company's issued and outstanding common shares for consideration of 1.4167 common shares of Zara.

Niyazi Kacira, President and Chairman of the board of directors of Altai, said, "The Altai board of directors will carefully evaluate the terms of Zara's unsolicited bid. As part of this process, the Altai board has formed a Special Committee to review the offer and provide its recommendation to the board. We will carefully consider, among other things, whether or not the Zara offer adequately compensates our shareholders for Altai's full value. We will also consider the potential risks associated with receiving Zara shares as consideration."

The Altai board will file a Directors' Circular and make a formal recommendation to Altai shareholders within 15 days of the date of formal commencement of the Zara offer. Until then, Altai shareholders are advised to take no action and not tender to the Zara offer. The current expiry date of Zara's offer is October 28, 2013.

Altai also announced today that its board of directors has approved the adoption of a Shareholder Rights Plan ("**Rights Plan**"). The Rights Plan is not intended to prevent the Zara offer or any other take-over bid. Rather, it is intended to provide Altai's board of directors and shareholders adequate time to consider and evaluate the Zara offer and any other take-over bid that may be made for the Company's shares and, if appropriate, seek alternatives to maximize shareholder value.

Subject to the terms of the Rights Plan, the Rights will become exercisable in the event any person, together with joint actors, acquires or announces its intention to acquire, including by way of lock-up agreements, 20 percent or more of Altai's outstanding shares without complying with the "**Permitted Bid**" provisions of the Rights Plan or without a waiver under the plan. If a take-over is completed without complying with the requirements of the Rights Plan or a waiver under it, the Rights holders (other than the acquiring person and its joint actors) will be entitled to purchase additional Altai common shares at one-half the prevailing market price at that time. Under the Rights Plan, a bid that, among other things, is made for all of the outstanding shares to all shareholders on identical terms and conditions and that is open for at least 60 days may constitute a "**Permitted Bid**".

In order to implement the Rights Plan, Altai's board of directors has authorized the issuance of one right (a "**Right**") per Altai common share outstanding to holders of Altai's common shares outstanding as of today.

Although effective as of today, the Rights Plan is subject to TSX Venture Exchange acceptance and to ratification by Altai's shareholders at a meeting of shareholders held within six months of today's date. If the Rights Plan is not ratified within six months of today's date, the Rights Plan and all of the Rights outstanding at that time will terminate.

In light of the Zara offer, the board of directors has determined to defer the Separation Time (as defined in the Rights Plan) until further notice.

A copy of the Rights Plan will be made available on SEDAR at www.sedar.com.

Bayfield Strategy has been engaged to provide strategic communications advice to Altai in connection with the Zara offer. Fasken Martineau DuMoulin LLP is legal counsel to Altai.

ALTAI RESOURCES INC. IS A RESOURCE COMPANY WITH OIL AND GAS AND GOLD PROPERTIES IN CANADA.

We seek Safe Harbour.

For further information, please contact

SHAREHOLDERS CONTACT:

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