

MATERIAL CHANGE REPORT

TO: British Columbia Securities Commission
Alberta Securities Commission

Item 1. Name and Address of Company

Sable Resources Ltd.
1290 – 625 Howe Street
Vancouver, British Columbia
V6C 2T6

Item 2. Date of Material Change:

June 18, 2014

Item 3. News Release

The press release was issued on June 18, 2014 in Vancouver, Canada.

Item 4. Summary of Material Change

The Company announced that it has reached agreements with the holders of the Company's convertible debentures to settle a total of \$3,260,000 (principal amount) plus accrued but unpaid interest of approximately \$479,219.

Item. 5 Full Description of Material Change

The Company announced that it has reached agreements (the "Debentures Settlement") with the holders of the Company's convertible debentures to settle a total of \$3,260,000 (principal amount) plus accrued but unpaid interest of approximately \$479,219. The holders of the convertible debentures have agreed to convert all of their currently outstanding principal and, in most cases, accrued but unpaid interest into common shares of the Company at an issue price of \$0.02 per pre-consolidation common share, subject to the Company completing a consolidation of its common shares (the "Consolidation") on the basis of not less than three (3) pre-consolidation for one (1) post-consolidation common share without par value and up to twenty (20) pre-consolidation for one (1) post-consolidation common share without par value. The Consolidation is subject to shareholder approval which will be sought at the Company's annual and special general meeting to be held on June 30, 2014. Approximately 25.9% of the common shares to be issued in connection with the Debenture Settlement will be issued to Rah Management and Development Ltd. ("RAH") a company controlled by Melvyn M. Rahal, the CEO of the Company, to settle the principal amount of the debentures held by RAH (the "RAH Settlement").

In addition, the Company has reached an agreement (the "Loan Settlement") with RAH for the settlement of \$216,943 in non-interest bearing shareholder loans for an aggregate of 10,847,150 pre-consolidation common shares of the Company issuable at an issue price of \$0.02 per pre-consolidation common share. Issuance of the shares is subject to completion of the Consolidation. Upon completion of the RAH Settlement and Loan Settlement, RAH will acquire 59,347,150 shares of the Company which, when added to the current number of shares he currently directly and indirectly holds being 5,095,665,

will result in Mr. Rahal owning 64,442,815 pre-consolidation shares of the Company or approximately 28% of the issued and outstanding shares of the Company.

Any shares issued in connection with the Debentures Settlement (including the RAH Settlement) and the Loan Settlement will be issued in reliance on certain prospectus and registration exemptions under applicable securities legislation and will be subject to a hold period of four months and a day.

The RAH Settlement and the Loan Settlement with RAH constitute a "related party transaction" as defined in Multilateral Instrument 61-101 - *Protection of Minority Securityholders in Special Transactions* ("MI 61-101"). The Company will rely upon applicable exemptions from the formal valuation and minority shareholder approval requirements in relation to this related party transaction pursuant to sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101 on the basis that the Company is not listed on a senior stock exchange and the value of and consideration for the common shares issuable to RAH pursuant to the RAH Settlement and Loan Settlement is less than \$2,500,000. The Board of directors of the Company, with Mr. Rahal abstaining from voting on resolutions approving the RAH Settlement and Loan Settlement, have approved the Debenture Settlement and Loan Settlement. Neither the Company nor, to the knowledge of the Company after reasonable inquiry, Mr. Rahal, had knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

If the Debentures Settlement (including the RAH Settlement) and Loan Settlement are approved, Mr. Rahal, the CEO of the Company, is anticipated to become a Control Person (as defined in the policies of the TSX Venture Exchange) of the Company holding approximately 28% of the then issued and outstanding common shares of the Company. The creation of a new Control Person requires disinterested shareholder approval, which the Company will seek from shareholders at the upcoming annual and special general meeting.

The completion of the Debenture Settlement and Loan Settlement is subject to the receipt of all necessary regulatory approval, including the approval of the TSX Venture Exchange.

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

Not applicable. This report is not being filed on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Mel Rahal
Director and President
Telephone: (604) 986-8566

Item 9. Date of Report

Dated at Vancouver, British Columbia this 18th day of June, 2014.