

Form 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 **NAME AND ADDRESS OF COMPANY**

Arrowstar Resources Ltd.
(the "Company" or "Arrowstar")
507 – 475 Howe Street
Vancouver, BC V6C 2B3

ITEM 2 **DATE OF MATERIAL CHANGE**

October 4, 2013

ITEM 3 **NEWS RELEASE**

Issued October 4, 2013 at Vancouver, BC

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

The Company has closed its non-brokered private placement of 1,443,333 units at a price of \$0.03 per Unit for proceeds of \$43,300.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

ITEM 5.1 **Full Description of Material Change**

Further to Arrowstar's news release dated August 14, 2013, the Company has closed its non-brokered private placement (the "**Offering**") of 1,443,333 units (the "**Units**") at a price of \$0.03 per Unit for proceeds of \$43,300. Each Unit consists of one common share of the Company and one quarter of a common share purchase warrant, each whole warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.05 per share until October 3, 2014.

The Company will use the proceeds from the Offering to, among other things, meet the financial commitments with respect to the Company's working interest in its exploration projects. The estimated use of proceeds is further detailed as follows:

ITEM	AMOUNT
Payment of rent and utilities including Telus, Shaw, Stockwatch, CNW	\$24,485.54
Brooklyn Pacific – last payment to end contract	6,000.00
Website update and maintenance	2,000.00
Transfer Agent	3,205.42
TSX Venture Exchange – fees for private placement	727.33
Filing fees - Alaska claims \$7,100 USD @1.0454	7,422.34
TOTAL	\$43,840.63

All securities issued under the Offering are subject to a four month hold period ending February 4, 2014 in accordance with applicable securities laws. The Company is relying on the TSX Venture Exchange's (the "**Exchange**") temporary relief measures from pricing requirements, as set out in the Exchange's bulletin dated April 12, 2013. In connection with the Offering, no finder's fees were paid, and no proceeds will be used to pay related parties of the Company. The Offering has been approved by the Company's board of directors, excluding those directors who participated in the Offering.

The Company is now pursuing other financing options including a new placement at higher prices.

ITEM 5.2 Disclosure For Restructuring Transactions

Not applicable.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 OMITTED INFORMATION

There are no significant facts required to be disclosed herein which has been omitted.

ITEM 8 EXECUTIVE OFFICER

Contact: Robert L. Card, President at (604) 687-7828

ITEM 9 DATE OF REPORT

October 7, 2013