

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

ITEM 1 NAME AND ADDRESS OF COMPANY

Arrowstar Resources Ltd.
(the "Company" or "Arrowstar")
Suite 2300 - 1177 West Hastings Street
Vancouver, BC V6E 2K3

ITEM 2 DATE OF MATERIAL CHANGE

February 24, 2015

ITEM 3 NEWS RELEASE

Issued February 24, 2015 at Vancouver, BC

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company closed its non-brokered private placement announced on October 14, 2014. The Company issued 2,480,500 units ("Units") at a price of \$0.06 per Unit for gross proceeds of \$148,830. Each Unit consists of one common share and one share purchase warrant exercisable at a price of \$0.15 per share for a period of five years from date of closing.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

ITEM 5.1 Full Description of Material Change

The material change described in Item 4 is fully described in the Company's News Release of February 24, 2015 attached hereto and as filed on SEDAR.

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: Phillip Thomas, President & CEO at (604) 687-7828

ITEM 9 DATE OF REPORT

February 24, 2015



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NEWS RELEASE
For Immediate Release

TSX.V - AWS

Arrowstar Closes Private Placement

Vancouver, B.C. – February 24, 2015 – Phillip Thomas, President of Arrowstar Resources Ltd. (“Arrowstar” or the “Company”) (TSX.V: AWS), is pleased to announce that the Company has closed its non-brokered private placement (the “Offering”) announced on October 14, 2014. The Company issued 2,480,500 units (“Units”) at a price of \$0.06 per Unit for gross proceeds of \$148,830. Each Unit consists of one common share and one share purchase warrant exercisable at a price of \$0.15 per share for a period of five years from date of closing.

The securities issued pursuant to the Offering will be subject to a four month hold period, expiring on June 20, 2015, in accordance with applicable securities laws.

The proceeds from the Offering will be used for due diligence on exploration properties in North and South America, Australia and Asia and for general working capital purposes.

On Behalf of the Board of Directors,
Arrowstar Resources Ltd.

“Phillip Thomas”

President

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“Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.”

Forward-Looking Statements: This document includes forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning AWS’s planned exploration programs in North America and other statements that are not historical facts. When used in this document, the words such as “could,” “plan,” “estimate,” “expect,” “intend,” “may,” “potential,” “should,” and similar expressions are forward-looking statements. Although AWS believes that its expectations reflected in these forward looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Important factors that could cause actual results to differ from these forward-looking statements are disclosed under the heading “Risk Factors” and elsewhere in the corporation’s periodic filings with Canadian securities regulators.