

**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

June 21, 2016

ITEM 3 NEWS RELEASE

Issued June 21, 2016 at Vancouver, BC

ITEM 4 SUMMARY OF MATERIAL CHANGE

TSXV has accepted for filing an assignment agreement dated March 29, 2016 between Arrowstar and Performance Acquisitions, LLC.

The Company also closed its non-brokered private placement announced on April 19, 2016 for total gross proceeds of \$345,000 at a price of \$0.05 for a total of 6,900,000 units.

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 June 21, 2016 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

June 21, 2016



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ARROWSTAR CLOSES ASSIGNMENT AGREEMENT AND PRIVATE PLACEMENT

Vancouver, B.C. – June 21, 2016 – Phillip Thomas, President of Arrowstar Resources Ltd. (“Arrowstar” or the “Company”) (TSX.V: AWS), is pleased to announce that the Company has received approval from the TSX Venture Exchange (“**TSX-V**”) on the assignment agreement dated March 29, 2016 (the “**Agreement**”) between the Company and Performance Acquisitions, LLC (“**Performance**”) under which Performance has assigned its interest in an option agreement with NJB Mining Inc. (“**NJB**”) under which Performance has the option (the “**Option**”) to acquire up to a 100% interest in the Tin Cup and FM (Secret Pass) concessions (together, the “**Property**”) from NJB (the “**Transaction**”).

As consideration for the assignment of the Option, the Company will issue an aggregate of 5,000,000 common shares of the Company to Performance as follows:

- 1,500,000 common shares upon receipt by the Company of TSX-V approval of the Transaction.
- 1,000,000 common shares upon completion of Phase 1 exploration requirements.
- 1,000,000 common shares upon completion of Phase 2 exploration requirements.
- 1,500,000 common shares within 14 days of the earlier of the 18-month anniversary of the date of the Agreement, being March 29, 2016 or the approval from the Arizona Bureau of Land Management of the production plan to commence mining and production.

Phil Thomas, Arrowstar’s President and Chief Geologist states, ***“We are very pleased to have completed the acquisition of the Secret Pass concessions. The project is well advanced to potentially be fast tracked to production when quality control of data, trenching and project economics is completed.”***

The Company has also closed its non-brokered private placement (the “**Offering**”) announced on April 19, 2016. The Company issued 6,900,000 units (“**Units**”) at a price of \$0.05 per Unit for gross proceeds of \$345,000. Each Unit consists of one common share and one share purchase warrant (“**Warrant Share**”) entitling the holder to purchase an additional common share for a period of two years at a price of \$0.085 per warrant share in the first year of exercise and \$0.12 per warrant share in the second year of exercise from date of closing. The Company will pay a finder’s fee in the amount of \$6,400.

The securities issued pursuant to the Agreement and the Offering will be subject to a four month hold period, expiring on October 21, 2016, in accordance with applicable securities laws.

The proceeds from the Offering will be used for phase 1 Secret Pass exploration program and general working capital.

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

“Phillip Thomas”
President

Investor Contact:

604-687-7828

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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.