

**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

April 10, 2018

ITEM 3 NEWS RELEASE

Issued April 11, 2018 at Vancouver, BC

ITEM 4 SUMMARY OF MATERIAL CHANGE

The the participation terms of Arrowstar's previously announced CDN\$ 300,000 private placement originally announced on March 14, 2018 have been amended. The Private Placement will now be available to existing shareholders of the Company, who, as of the close of business on March 13, 2018, held securities of the Company (and who continue to hold such securities as of the closing date), pursuant to the prospectus exemption set out in British Columbia Instrument 45-534 *Exemption from Prospectus Requirement for Certain Trades to Existing Security Holders* and similar instruments in other jurisdictions in Canada.

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 April 11, 2018 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

April 11, 2018



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ARROWSTAR ANNOUNCES ADDITIONAL EXEMPTIONS FOR ITS PRIVATE PLACEMENT

Vancouver, B.C. – April 11, 2018 – Phillip Thomas, President of Arrowstar Resources Ltd. (“Arrowstar” or the “Company”) (TSX.V: AWS) announces that the participation terms of its previously announced CDN\$ 300,000 private placement originally announced on March 14, 2018 (the “**Private Placement**”) have been amended.

The Private Placement will now be available to existing shareholders of the Company, who, as of the close of business on March 13, 2018, held securities of the Company (and who continue to hold such securities as of the closing date), pursuant to the prospectus exemption set out in British Columbia Instrument 45-534 *Exemption from Prospectus Requirement for Certain Trades to Existing Security Holders* and similar instruments in other jurisdictions in Canada (the “**Existing Shareholder Exemption**”). The Existing Shareholder Exemption is available in each of the provinces of Canada, with the exception of Newfoundland and Labrador. The Existing Shareholder Exemption limits a shareholder to a maximum investment of \$15,000 in a 12-month period unless the shareholder has obtained advice from a registered investment dealer regarding the suitability of the investment and, if the shareholder is resident in a jurisdiction of Canada, that advice has been obtained from a person that is registered as an investment dealer in the jurisdiction. If the Company receives subscriptions from investors relying on the Existing Shareholder Exemption exceeding the maximum number of securities proposed to be issued under the Private Placement, the Company may adjust the subscriptions received on a pro-rata basis.

In addition to the Existing Shareholder Exemption and other available prospectus exemptions, a portion or all of the Private Placement may be completed pursuant to Multilateral CSA Notice 45-318 – Prospectus Exemption for Certain Distributions Through an Investment Dealer (the “**Investment Dealer Exemption**”) in the participating jurisdictions in respect thereof. The Investment Dealer Exemption is available in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and New Brunswick. Pursuant to the Investment Dealer Exemption Exemption, each subscriber relying on this exemption must obtain advice regarding the suitability of the investment from a registered investment dealer.

The Company confirms that there is no material fact or material change about it that has not been generally disclosed. There is no minimum offering size for the Private Placement.

As previously announced, the Private Placement will consist of up to 5,000,000 units (the “**Units**”) of the Company at a price of CDN\$0.06 per Unit for gross aggregate proceeds of up to CDN\$300,000. Each Unit will consist of one common share and one transferable share purchase warrant (a “**Warrant**”), with each Warrant entitling the holder to purchase an additional common share (a “**Warrant Share**”) for a period of two years at a price of CDN\$0.20 per Warrant Share in the first year of exercise and CDN\$0.30 per Warrant Share in the second year of exercise subject to the previously announced accelerated expiry date.

The Company also reminds investors interested in participating under the Existing Shareholder Exemption that in order to participate under that exemption, expressions of interest must be received by the Company by the close of business on April 20, 2018. If you are an existing shareholder of the Company who held common shares as of March 13, 2018 and is interested in participating in the private placement, you should contact the Company by email at the contact information below. The proceeds of the Private Placement will be used for project due diligence and general working capital.

All securities issued pursuant to the Private Placement will be subject to a hold period of four months and one day from the date of issuance of the securities. The Company may pay finders' fees in connection with the Private Placement, subject to compliance with the policies of the TSX Venture Exchange ("**TSX.V**"). Completion of the Private Placement and the payment of any finders' fees remain subject to the receipt of all necessary regulatory approvals, including the approval of the TSX.V.

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

"Phillip Thomas"

President

Investor Contact: 604-687-7828

info@arrowstarresources.com

www.arrowstarresources.com

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 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.