

**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 12, 2018

**ITEM 3      NEWS RELEASE**

Issued June 13, 2018 at Vancouver, BC

**ITEM 4      SUMMARY OF MATERIAL CHANGE**

Arrowstar entered into a letter of intent dated June 12, 2018 (the "LOI") to enter into an arm's length Share Purchase with Dr. Carlos Sorentino and Lucian C. Sorentino who are the beneficial owners of 100% of the issued and outstanding shares in Recycle Fuel Technologies Inc. ("RFT"). RFT, on closing, will become a wholly owned subsidiary of Arrowstar. Under the terms of the LOI, the Company will acquire all the issued and outstanding shares of RFT. The total purchase price for the shares will be US\$5,000,000 payable in cash and shares of the Company valued at CAD\$0.20 per share.

**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 13, 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**

June 13, 2018



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## ARROWSTAR SIGNS LOI AND GOES GREEN

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**Vancouver, B.C. – June 13, 2018 – Phillip Thomas, President of Arrowstar Resources Ltd. (“Arrowstar” or the “Company”)** (TSX.V: AWS), is pleased to announce that the Company has entered into a letter of intent dated June 12, 2018 (the “LOI”) to enter into an arm’s length Share Purchase (the “Transaction”) with Dr. Carlos Sorentino and Lucian C. Sorentino who are the beneficial owners of 100% of the issued and outstanding shares in Recycle Fuel Technologies Inc. (“RFT”). RFT, on closing, will become a wholly owned subsidiary of Arrowstar.

### ***About RFT***

RFT was incorporated on 2 July 2008 in the Cayman Islands and its main principal is Dr. Carlos Sorentino.

RFT is an innovator in rubber and plastic waste and used tire conversion to energy and graphitic Carbon Black. RFT’s IP technology uses an eco-friendly proprietary thermolysis continuous process that depolymerizes rubber waste at low temperature into commercially viable ASTM compliant Carbon Black, fuel gas, bunker fuel and steel on a continuous basis. The only waste generated is non-toxic and is the textiles used in the original manufacture of tires, representing about one percent of the original material. The thermolytic process produces no air emissions.

Graphitic Carbon Black has a wide variety of industrial applications and the newest is in the manufacture of high grade carbon suitable for lithium battery anodes. The tire industry is the most important user of Carbon Black as each new tire contains 30% of this material. Other applications are in the manufacture of high efficiencies anodes for Li-ion batteries, to compound industrial rubber products and plastics, electronic discharge compounds, high performance coatings and toner and printer inks.

RFT intends to develop, construct and operate plants, based on its proprietary thermolysis depolymerization technology that enables recycling of used vehicle tires, technical rubber and plastics. The first commercial plant is expected to have a capacity of 24,000 tonnes and expandable to 48,000 tonnes (532,000 tires).

RFT has established a 500 tonnes a year capacity Pilot Plant in the town of Eisenhüttenstadt, near Berlin, Germany, where the thermolysis process has been refined over the last twenty years, giving RFT a greater understanding of the process, product and the market to be a global supplier of continuous tire and waste conversion facility that meets international standards of excellence. The pilot plant is expected to be operational four to five months after closing of the Transaction. The pilot plant will produce Carbon Black, gas, bunker fuel and scrap steel which will be available for commercial sale. The Carbon Black will also be used for product marketing and the other products will be used to establish marketing channels.

The principal assets of RFT are as follows;

- 50% ownership of land and pilot plant located in Eisenhüttenstadt Germany. The pilot plant consists of plant building, office equipment, fractional oil distillation column, thermolysis reactor, magnetic separation, Jet mill, conveyors and hopper/valve system.
- Intellectual property, Patent Co-operation Treaty (“PCT”), patent application process, for the thermolysis of rubber tires and plastics.
- Processing technology, basic design engineering for 24,000 tonne plant and preparation work for location at the Evonik Chemical Park located at Marl, Germany and research in a plastics reactor pilot plant.

### **About the RFT Transaction**

Under the terms of the LOI the Company will acquire all the issued and outstanding shares of RFT. The total purchase price for the shares will be US\$5,000,000 payable in cash and shares of the Company valued at CAD\$0.20 per share as follows:

	Cash (US\$)	Shares
TSX-V approval	\$500,000	10,000,000
Six months after TSX-V approval	\$500,000	5,000,000
Twelve months after TSX-V approval	\$500,000	8,400,000
Total	\$1,500,000	23,400,000

Prior to or concurrent with completion of the Transaction, the Company will conduct a financing for gross proceeds of CDN\$5,000,000. It is anticipated that the concurrent financing will be undertaken at a price of 20 cents per share. The proceeds raised will be used for acquisition payments, commissioning the pilot plant, plant engineering, transaction expenses including accounting, legal and regulatory fees and to fund general working capital. All securities issued pursuant to the concurrent financing will be subject to a hold period of four months and one day. Commissions may be paid on proceeds raised commensurate with industry norms.

On closing of the Transaction, the Company expects the following will constitute the Board of Directors and Officers of the Company.

*Phil Thomas* – Director and Chairman of the Board – BSc MBusM - Melbourne, Australia.

Phillip Thomas was President CEO and Chairman of Arrowstar Resources Ltd since 2014 and is also COO of AIS Resources Ltd, a TSX.V listed investment issuer and assists with raising capital and technical advice. Mr. Thomas has been involved in funds management and capital raising since 1980. Mr. Thomas has gained wide experience in valuation methodology having worked with Macquarie Bank, McIntosh Securities in stockbroking and asset management and Actuaries Watson Wyatt. Mr. Thomas has raised significant amounts of capital for more than 25 public companies as both a principal and agent.

Mr. Thomas is a Member of the Australian Institute of Geoscientists, Chairman, Director and member of the Australasian Institute of Mineral Valuers and Appraisers, a Certified Mineral Valuer. Mr. Thomas has a Bachelor of Science degree from the Australian National University, a Master's Degree in Business from Monash University. Mr. Thomas is highly computer literate and is experienced at raising capital for technology-based projects around the world.

*Dr. Carlos Sorentino* – President, CEO and Director – PhD, MEnvSt, BE(Chemical), DipRadTech, Sydney, Australia.

Mr. Sorentino is a chemical engineer with more than 20 years' experience in thermolysis technologies. Mr. Sorentino has been involved with the development of the rubber and plastics' thermolysis technology since 2001 when he became an associate of the developers. Mr. Sorentino was involved with the design, operation and testing of the original test and prototype units for both tire recycling and plastic waste. Mr. Sorentino has been involved in all aspects of rubber and plastics recycling research and development, as well as operations. Mr. Sorentino's experience includes the design and operation of the Pilot Plant tire thermolysis facility. Mr. Sorentino brings an unmatched knowledge of the polymer's thermolysis depolymerization technology. Mr. Sorentino holds degrees in engineering and engineering economics, specialising in the valuation, planning, development and management of advanced technology projects. Mr. Sorentino doctoral dissertation was in the field of engineering

economics. Mr. Sorentino also has a Master of Environmental Studies, a Bachelor of Engineering (Chemistry) and a Diploma in Radioisotopes Technology.

*Blaine Bailey* – Director – Vancouver, B.C.

Mr. Bailey is a CPA, CGA with +20 years' experience as a CFO for mineral exploration companies listed on the Toronto Stock Exchange, the TSX Venture Exchange and the New York Stock Exchange (NYSE). Mr. Bailey brings complimentary skills to the team in the areas of finance, administration, and financial reporting. Mr. Bailey is currently the CFO of Cardero Resource Corp., Centenera Mining Corporation, Velocity Minerals Ltd., Goldplay Exploration Ltd, VR Resources Ltd and New Energy Metals Corp. Mr. Bailey has also served in the capacity of an accountant for Molson Brewery B.C. Ltd. and as a controller for Nabob Coffee Co.

*Stephen Brohman* - CFO and Director – Vancouver, B.C.

Mr. Brohman is a CPA, CA with +10 years of working experience in a variety of roles with public and private companies and has become experienced in corporate finance, project acquisition, executive management, corporate communications, corporate branding, shareholder relations and investor lead generation. Mr. Brohman had extensive training in the audit of publicly traded companies on the TSX, TSX.V and OTC markets, and has worked with mining and exploration, oil and gas, real estate investment, technology, and merchant banking companies during his time in public practice. Mr. Brohman serves as Chief Financial Officer and Director of various public and private companies.

The Company will change its name to Recycle Fuel Technologies Inc. or such other name as is approved by the regulatory authorities and pay a \$200,000 finder's fee to an arm's length party on closing.

The Company will not retain a sponsor for the Transaction, given the size and nature of the transaction, including the concurrent financing, the Company intends to apply for an exemption from the sponsorship requirements pursuant to the policies of the TSX.V. If the exemption is not granted by the TSX.V, then the Company will be required to engage a sponsor.

Completion of the Transaction is contingent on several conditions precedent including, receipt of all requisite corporate, shareholder and regulatory approvals for the Transaction, completion by the Company of satisfactory due diligence review of RFT, receipt of an independent valuation report, execution of the final Definitive Agreement and completion of the Financing.

### ***Trading Halt***

The Transaction will constitute a change of business ("COB") and upon the completion of the Transaction the Company will be listed as a Tier 2 Industrial issuer. As a result, in accordance with TSX.V policies, trading in the securities of the Company will remain halted until the Company has filed requisite materials and satisfied all applicable approvals under TSX.V policies.

On Behalf of the Board of Directors,  
Arrowstar Resources Ltd.  
***"Phillip Thomas"***  
President

Investor Contact:

604-687-7828

747-200-9412 – Phil Thomas

[phil@arrowstarresources.com](mailto:phil@arrowstarresources.com)

*"Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing*

*statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.”*

**Forward-Looking Statements:** This document includes forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning the Company's transaction. 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 Arrowstar 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.

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