Form 51-102F3
MATERIAL CHANGE REPORT

1. Full name of the Issuer:

Arian Resources Corp. ("**Arian**")
800 - 1199 West Hastings St.
Vancouver, B.C.
Canada, V6E 3T5

Phone: (604) 248-5175

2. Date of Material Change:

July 25, 2014

3. News Release:

The date and method(s) of issuance of the press release are as follows:

July 18, 2014

The news release was released to the Stockwatch newswire service.

4. Summary of Material Change:

Combining all tranches of the Financing, the company issued a total of 25,740,011 Units for gross proceeds of $3,861,001 ("**Units**"). Each Unit consists of one common share (a "**Share**") and one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one additional Share at a price of $0.25 for a period of two years after the date of distribution.

5. Full Description of Material Change:

The first tranche of the private placement consisted of the issuance of 18,506,666 units (the "Units") at a price of $0.15 per Unit for gross proceeds of $2,766,000 (the "First Tranche"). Each Unit consists of one common share of the Company (a "Share") and one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.25 until March 21st, 2016.

Each warrant is subject to accelerated expiry provisions such that if at any time after the expiry of any resale restriction governing the subscribed shares, the corporation's common shares trade on the TSX Venture Exchange at or above a volume-weighted average trading price of 40 cents per common share for 10 consecutive trading days, the company may give notice to the holders that each warrant will expire 30 days from the date of providing such notice.

In connection with the First Tranche, the Company paid certain finder's fees: a cash commission totalling $3,600, 655,400 common shares (the "Finder's Shares), and 679,400 purchase warrants (the "Finder's Warrants"). Each Finder's Warrant entitles the holder to purchase one additional common share at a price of $0.25 until March 21st, 2016.

The securities issued under the First Tranche are subject to a hold period expiring on July 21st,2014

The first tranche of the private placement consisted of 46 placees, two of which are from Arian's Advisory Board, Mossadiq Umedaly and Kombiz Eghdami who subscribed for 600,000 units and 200,000 units respectively offered in the private placement.

The net proceeds of the First Tranche will be applied to the Company's Albanian properties, general working capital and for new acquisitions.

The Second Tranche of the Financing consisted of the issuance of 1,766,679 units ("**Units**") at a price of $0.15 per Unit for gross proceeds of $265,001.05. Each Unit consists of one common share (a "**Share**") and one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one additional Share at a price of $0.25 for a period of two years after the date of distribution.

Each Warrant is subject to accelerated expiry provisions such that if at any time after the expiry of any resale restriction governing the subscribed Shares, the Shares trade on the TSX Venture Exchange at or above a volume-weighted average trading price of 40 cents per Share for 10 consecutive trading days, Arian may give notice to the holders that each Warrant will expire 30 days from the date of providing such notice.

In connection with the Second Tranche, Arian issued 148,334 Units to certain finders as finder's fees.

The securities issued under the Second Tranche are subject to a hold period expiring on September 22, 2014.

The net proceeds of the Second Tranche will be applied to Arian's Albanian properties, general working ca The Third Tranche consisted of the issuance of 5,466,666 units ("**Units**") at a price of $0.15 per Unit for gross proceeds of $820,000.00. Each Unit consists of one common share (a "**Share**") and one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one additional Share at a price of $0.25 for a period of two years after the date of distribution.

Each Warrant is subject to accelerated expiry provisions such that if at any time after the expiry of any resale restriction governing the subscribed Shares, the Shares trade on the TSX

Venture Exchange at or above a volume-weighted average trading price of 40 cents per Share for 10 consecutive trading days, Arian may give notice to the holders that each Warrant will expire 30 days from the date of providing such notice.

In connection with the Third Tranche, Arian issued 406,667 Units to a finder as finder's fees.

The securities issued under the Third Tranche are subject to a hold period expiring on October 25, 2014.

The net proceeds of the Third Tranche will be applied to Arian's Albanian properties, general working capital and for new acquisitions.

The Final Tranche consisted of the issuance of 728,167 units ("**Units**") at a price of $0.15 per Unit for gross proceeds of $109,225.05. Each Unit consists of one common share (a "**Share**") and one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one additional Share at a price of $0.25 for a period of two years after the date of distribution.

Each Warrant is subject to accelerated expiry provisions such that if at any time after the expiry of any resale restriction governing the subscribed Shares, the Shares trade on the TSX Venture Exchange at or above a volume-weighted average trading price of 40 cents per Share for 10 consecutive trading days, Arian may give notice to the holders that each Warrant will expire 30 days from the date of providing such notice.

In connection with the Final Tranche, Arian issued 62,667 Units to a finder as finder's fees.

The securities issued under the Final Tranche are subject to a hold period expiring on November 15, 2014

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information:

No information has been omitted from this material change report on the basis that it is confidential information.

8. Executive Officer:

The following senior officer of Arian is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Zahir Dhanani, President and CEO

Arian Resources Corp.
800 - 1199 West Hastings St.
Vancouver, B.C.
Canada, V6E 3T5

Phone: (604) 248-5175

9. Date of Report:

July 25, 2014