FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Archean Star Resources Inc.
(the "Company")
#410, 744 West Hastings Street
Vancouver, BC V6C 1A5

Item 2. Date of Material Change

August 7, 2013

Item 3. News Release

A news release was issued on August 13, 2013 and disseminated through the facilities of Marketwired.

Item 4. Summary of Material Change

The Company has filed with the Australian Securities and Investment Commission ("ASIC") a Prospectus for the Offer of 15,000,000 Chess Depository Interests ("CDIs") at an issue price of A$0.20 each to raise A$3,000,000 (Minimum Subscription). Oversubscriptions of up to a further 10,000,000 CDIs at an issue price of A$0.20 each to raise up to a further A$2,000,000 may be accepted. Subject to regulatory approval, the Company anticipates the Closing Date of this Offer to be 12 September 2013.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

See attached Schedule "A".

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Graeme O'Neill, President 604.684.3394

Item 9. Date of Report

August 13, 2013

Schedule "A"

ARCHEAN STAR
RESOURCES INC

410-744 West Hastings Street
Vancouver, BC V6C 1A5
T: (604) 684-3394
F: (888) 282-7763

http://www.archeanstar.com

THIS NEWS RELEASE IS NOT FOR RELEASE IN THE UNITED STATES.

August 13, 2013

ASP2013-15 **News Release**

ARCHEAN SUBMITS PROSPECTUS FOR PROPOSED AUSTRALIAN LISTING

Archean Star Resources Inc. (TSX.V: ASP) (the "Company") announces that, in furtherance of its proposed listing on the Australian Stock Exchange ("ASX"), it has filed with the Australian Securities and Investment Commission ("ASIC") a Prospectus for the Offer of 15,000,000 Chess Depository Interests ("CDIs") at an issue price of A$0.20 each to raise A$3,000,000 (Minimum Subscription). Oversubscriptions of up to a further 10,000,000 CDIs at an issue price of A$0.20 each to raise up to a further A$2,000,000 may be accepted. Subject to regulatory approval, the Company anticipates the Closing Date of this Offer to be 12 September 2013.

One common share will be issued for each CDI upon the CDI holder's election to convert; however, CDIs whilst on issue, will be held in trust by CHESS Depositary Nominees Pty Ltd (CDN)). CDIs are frequently used for trading foreign company shares on the ASX. CDIs are traded in a manner similar to shares. Subject to regulatory approval and completion of the offering of CDIs, the CDIs will be listed for trading on the ASX and the common shares will continue to be listed on the TSX-V.

The TSX-V has granted conditional acceptance to the issuance of the common shares which underlie the CDIs. There is no certainty that the offer will be completed as currently contemplated.

By law, the Prospectus is subject to an exposure period of 7 days, which may be extended to 14 days by the regulatory body. The exposure period is intended to enable the Prospectus to be examined by market regulators prior to the raising of funds. No applications will be accepted by the Company during the exposure period.

The Company advises that the distribution of the Prospectus in jurisdictions outside Australia is not intended and may be restricted by law. Persons who are residents in countries other than Australia who come into possession of the Prospectus should seek professional advice on and observe any of these restrictions. Failure to comply with these restrictions may violate applicable securities laws.

Applications for CDIs can only be made by completing the Application Form in full in accordance with instructions contained on the reverse of the form.

The Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States or to any US person. Any securities described in the Prospectus have not been and will not be, registered under the US Securities Act 1993 and applicable US state securities law and may not be offered or sold in the United States or to US person, except pursuant to an exemption form, or in transactions not subject to registration under the US Securities Act 1993 and applicable US state securities law.

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Archean Star Resources Inc., is a junior exploration company listed on the TSX Venture Exchange that has, through its wholly owned subsidiary, Archean Star Resources Australia Pty Ltd, earned 100% of Teck Australia Pty Ltd.'s ("Teck") approximately 88% interest, subject to a 75% back in right in such interest to Teck, in Chalice Gold Mines Limited's Gnaweeda Gold Project in Western Australia. The Company is also earning an 80% interest in AMCOR's Monitor Copper, Gold and Silver project in the Coeur D'Alene Mining District in Idaho.

This News Release has been prepared on behalf of the Archean Star Resources Inc. Board of Directors, which accepts full responsibility for its contents. ON BEHALF OF THE BOARD

"Graeme O'Neill"
Graeme O'Neill, President

Neither the TSX Venture Exchange, nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange), has reviewed, nor do they accept responsibility for, the adequacy or accuracy of this news release