FORM 51-102F3

MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

ITEM 1 NAME AND ADDRESS OF COMPANY

Artha Resources Corporation
355 – 1350 Burrard Street
Vancouver, BC V6Z 0C2
(the "Company")

ITEM 2 DATE OF MATERIAL CHANGE

February 27, 2015

ITEM 3 NEWS RELEASE

February 27, 2015

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced that it has entered into negotiations with Cardero Resource Corp. in connection with a proposed arm's length transaction whereby Artha will acquire all of Cardero's interests in a wholly-owned Argentine subsidiary, Cardero Argentina, S.A. ("Cardero Argentina") in exchange for common shares in the capital of Artha. Cardero Argentina's principal assets include the 100% owned Organullo gold-silver project located in Salta province, Argentina, the 100% owned former-producing Mina Angela gold-silver property located in Chubut province, southern Argentina, and an extensive proprietary exploration data-set covering northwestern and west-central Argentina.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

See attached Schedule "A".

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Christine Thomson, Director - Telephone: 604-351-9012.

ITEM 9 DATE OF REPORT

Dated at Vancouver, B.C. this 27TH day of February, 2015.

Schedule "A"

February 27, 2015
NR-15-01

Proposed Acquisition of Cardero Argentina, S.A. and Organullo Project

Vancouver, British Columbia – **Artha Resources Corporation** ("Artha" or the "Company") **(TSX.V: AHC)** announces today that it has entered into negotiations with Cardero Resource Corp. ("Cardero") (TSX: CDU) in connection with a proposed arm's length transaction (the "Transaction"), whereby Artha will acquire all of Cardero's interests in a wholly-owned Argentine subsidiary, Cardero Argentina, S.A. ("Cardero Argentina") in exchange for common shares in the capital of Artha. Cardero Argentina's principal assets include the 100% owned Organullo gold-silver project located in Salta province, Argentina, the 100% owned former-producing Mina Angela gold-silver property located in Chubut province, southern Argentina, and an extensive proprietary exploration data-set covering northwestern and west-central Argentina.

The effect of the Transaction will be a reverse take-over of Artha by Cardero resulting in Cardero becoming a new control person of Artha, within the meaning of TSX Venture Exchange ("TSX-V") policies.

The Transaction is subject to approval by the TSX-V and shareholders of Artha. Artha expects to hold a special annual and general meeting of shareholders on or about April 30, 2015, for the purpose of obtaining shareholder approval of the Transaction. 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. Assuming the Transaction is completed and approved, changes will be made to the current board of directors and management of Artha.

Artha expects to conduct a private placement offering in connection with the closing of the Transaction in the approximate amount of $700,000, which will be directed towards exploration and resource definition at Organullo as well as general working capital. Upon the closing of the Transaction, Artha's material listing property will be the Organullo project.

Charles Straw, Artha's Chief Executive Officer commented, "I believe this transaction is a great opportunity for existing shareholders of Artha who will be exposed to two quality precious metals assets in Argentina, access to capital to move those projects forward, and an extensive exploration database with which to generate new opportunities."

Organullo Gold Deposit

The Organullo project is a relatively advanced epithermal gold-silver project located close to infrastructure in the mining-friendly Province of Salta, northwestern Argentina, with excellent potential for both high sulphidation-type epithermal high grade gold as well as bulk tonnage lower grade gold mineralization.

Highlights from the property include:

- a total of 1,580 surface rock samples collected by previous explorers from an area of approximately 8 km by 8 km average 0.25 g/t gold;
- historical RC drilling highlights include, 189 metres of 0.66 g/t gold and 200 metres of 0.66 g/t gold (both intersections from surface) in historic drilling prior to Cardero's ownership of the property;
- diamond drilling highlights include 91.65 metres at 0.66 g/t gold;
- Cardero considers that historic exploration inadequately tested this large, pervasive gold-silver bearing system;
- gold values from 361 rock samples collected by Cardero over 8 km of strike averaged 0.48 g/t gold and range from below detection to 29.7 g/t gold;
- mapping and geochemical analyses conducted by Cardero defined a 2.1 km by 800 metre zone of hydrothermal alteration indicative of both low-and high-sulphidation style epithermal gold deposits; and
- geophysical surveying conducted by Cardero characterized the historical Julio Verne Mine and identified similar targets over a 5 km strike length.

The above-mentioned sampling and drill data was collected prior to Artha's involvement with the Organullo property. A qualified person for Artha (within the meaning of National Instrument 43-101 of the Canadian Securities Administrators) has not verified the data disclosed, including sampling, analytical, and test data underlying the information.

The Fraser Institute annual Survey of Mining Companies (2014) places Salta Province second in all of South America in terms of their Investment Attractiveness Index.

Artha considers the Organullo project to offer excellent drill ready targets with a focus on delineating both large bulk tonnage potential as well as higher grade zones in dilatant structures.

Mina Angela Gold Deposit

Mina Angela is located in Chubut province in southern Argentina. The property was explored by several companies between 1951 and 1978 and production recommenced in 1978. The underground mine was operated by Cerro Castillo SA until 1992 producing more than 150,000 ounces of gold. The mineralized system remains open at depth. Government records from 1983 until the mine closed in 1992 show mining production was 1.04 million tonnes for this period with average grades of: 4.0 g/t gold; 48.4 g/t silver; 2.0% lead; 0.4% copper; 4.6% zinc.

In 1996 Lonrho Mining Limited acquired equity in Cerro Castillo and conducted a detailed exploration program in 1997 and 1998 including 3,500 meters of drilling which targeted anomalies identified using geophysics and soil geochemistry. Exploration by Lonrho in 1998 discovered a new vein system, the Sahuel Prospect. Geophysics indicates the vein has a potential strike length of 1.6 km. Significant drill intercepts include 1.36 metres @ 40.65g/t gold and 2 metres @ 6.69 g/t gold. Lonrho estimated the down-dip extension of ore at Mina Angela to extend for another 150 metres; at Mina Camila, for about 250 metres; and, at Sahuel, for 400 metres.

Cardero acquired the property in 2004 and entered into a joint venture with Hochschild Mining plc in 2005. Hochschild entered into a feasibility study to re-start mining and as part of this process, they paid the final $350,000 option payment to secure 100%. Hochschild withdrew in 2009 due to the global economic crisis.

Despite past production, the property remains largely under-explored. There is high potential for extension of ore reserves along the down-dip extensions of the vein systems at Mina Angela, Mina

Camila and the Sahuel Prospects. There are several additional identified targets, with the opportunity for new discoveries. The property is ideally located, with proximity to national transportation infrastructure.

The technical information in this news release has been reviewed and approved by Charles Straw, B.Sc., a director and CEO of the Company and a qualified person for the purpose of National Instrument 43-101.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the Transaction, any information released or received with respect to the reverse take-over may not be accurate or complete and should not be relied upon. Trading in the securities of Artha should be considered highly speculative.

About Artha

Artha was founded by a team of mining industry professionals with a proven track record in project generation, exploration, mining and finance. The Company is focused on mineral exploration in Argentina.

On Behalf of the Board of Directors

"Todd McMurray"

President

For Information Contact:
Todd McMurray
President

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 news release.

Forward-Looking Statements

This news release includes certain statements that constitute "forward-looking information" within the meaning of applicable Canadian securities laws, including without limitation, statements that address the timing and occurrence of the Cardero Argentina acquisition, shares issuances, changes to management and exploration activities and developments. This forward-looking information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words or the negative thereof. Forward-looking information is based on certain key expectations and assumptions made by the Company's management, including future plans for acquisitions, financings and the exploration and development of its mineral properties. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks, including the Company's working capital availability and approval by the TSX-V of the Transaction and the financing any shares to be issued by the Company in conjunction therewith and, accordingly, may not occur as described herein or at all. Actual results may differ materially from those currently anticipated in such statements. Factors that could cause actual results to differ materially from those in the forward-looking information include, but are not limited to: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; timing and availability of external financing on acceptable terms; future prices for gold or other minerals; accidents, labour disputes and other risks of the mining industry; and delays in obtaining governmental approvals, required financing or

in the completion of activities, as well as those risks identified in the Company's filings with the Canadian securities regulators, which may be viewed at www.sedar.com. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.