

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**

March 30, 2015

ITEM 3 **NEWS RELEASE**

March 30, 2015

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

The Company announced that a definitive purchase agreement with Cardero Resource Corp. (“Cardero”) whereby Artha will acquire all of the issued and outstanding shares of Cardero Argentina, S.A. from Cardero (the “Transaction”) in consideration for the payment to Cardero by Artha at the close of the Transaction of USD50,000. Artha will also issue 21,953,781 common shares to Cardero in consideration for services provided by Cardero to Artha in connection with the Transaction, including the negotiation and settlement of the Transaction terms. Subject to shareholder and TSX-V approval, the Company expects the Transaction to close by June 30, 2015. 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-V policies.

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 31st day of March, 2015.



March 30, 2015

Artha Announces Definitive Agreement with Cardero Resource Corp. and Completion of Debt Settlements

Vancouver, British Columbia – Artha Resources Corporation ("Artha" or the "Company") (TSX.V: AHC) announces a definitive purchase agreement with Cardero Resource Corp. ("Cardero") whereby Artha will acquire all of the issued and outstanding shares of Cardero Argentina, S.A. from Cardero (the "Transaction") in consideration for the payment to Cardero by Artha at the close of the Transaction of USD50,000. Artha will also issue 21,953,781 common shares to Cardero in consideration for services provided by Cardero to Artha in connection with the Transaction, including the negotiation and settlement of the Transaction terms. Subject to shareholder and TSX-V approval, the Company expects the Transaction to close by June 30, 2015. 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-V ("TSX-V") policies.

Transaction Details

In connection with the Transaction, Artha expects to conduct a private placement of units for bridge financing of at least \$50,000 to cover certain costs associated with the Transaction. Each unit offering under the bridge financing will consist of one common share of Artha and one-half of one warrant, with each whole warrant entitling the holder thereof to purchase one common share of Artha for a period of 18 months from the closing of the financing. The purchase price of the units and the exercise price of the units has not been determined.

In conjunction with the closing of the Transaction, Artha expects to conduct a private placement of units of at least \$700,000, which will be directed towards exploration and resource definition at the Organullo gold project in Salta Province, Argentina, as well as general working capital. Each unit offering under the concurrent financing will consist of one common share of Artha and one warrant, with each warrant entitling the holder thereof to purchase the one common share of Artha for a period of 24 months from the closing of the financing. The purchase price of the units and the exercise price of the units has not been determined.

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 May 25, 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.

If the Transaction is approved, the Company will change its name to "Centenera Mining Corporation" and its material listing property will be the Organullo gold project located in Salta Province, Argentina. It is proposed that the management of the Company (post-Transaction) will consist of:

Keith Henderson – *President and Chief Executive Officer*

Mr. Henderson is a mining industry executive with global experience in Africa, Europe, and the Americas. Mr. Henderson holds a B.Sc. (Hons) from Queen's University Belfast and a M.Sc. in Geology from University College Dublin. He is a professional geologist in good standing with the Institute of Geologists of Ireland (PGeo), the European Federation of Geologists (EurGeol), and the Association of Professional Engineers and Geoscientists, British Columbia (P.Geo.). Mr. Henderson has extensive knowledge of the exploration and mining business from both a major and junior public company perspective. He has successfully managed exploration and mining companies through significant growth periods. Currently, he is the Executive Vice President of Cardero Resource Corp., having previously served as Vice President Exploration. At Cardero, Mr. Henderson has played a critical role in advancing the Pampa de Pongo iron ore project through a positive scoping study and ultimate sale for US\$100 million (2009). Later, Mr. Henderson was responsible for Cardero's original investment in Coalhunter Mining Corporation (2010), acquiring 49% of the company for \$3.6 million.

Blaine Bailey – *Chief Financial Officer*

Mr. Bailey holds a B.Comm. from the University of Manitoba and is a Certified General Accountant registered with the CGA Association of British Columbia. Mr. Bailey has worked with numerous private and public companies over the past 20 years and brings complementary skills to the management team in the areas of finance, administration and financial reporting. Currently, Mr. Bailey is the Chief Financial Officer of Cardero Resource Corp., Chief Financial Officer and director of Qumana Software Inc., Chief Financial Officer and director of Arrowstar Resources Corp. and Chief Financial Officer of Geodex Minerals Ltd.

Marla Ritchie – *Corporate Secretary*

Ms. Ritchie brings over 25 years' experience in public markets working as an Administrator and Corporate Secretary specializing in resource based exploration companies to the Company. Currently, Ms. Ritchie is the Corporate Secretary of Cardero Resource Corp., Wealth Minerals Ltd., Trevali Mining Corporation, International Tower Hill Mines Ltd. and Corvus Gold Inc.

Charles Straw – *Director*

Mr. Straw is an economic geologist with over 20 years' experience in the global minerals sector. He has been involved in the executive management of public and private mineral exploration companies for over 10 years. Mr. Straw holds an Honours Degree in Applied Geology from the University of New South Wales and a Graduate Certificate in Applied Finance and Investment from the Securities Institute of Australia. Currently, Mr. Straw holds board and senior executive positions in a number of listed and unlisted companies focused on metaliferous minerals exploration in Australia and the Americas.

Stephen Pearce – *Director*

Mr. Pearce is a securities lawyer and consultant for various junior public companies. Mr. Pearce holds a LL.B. from the University of British Columbia and a B.A. (Hons) Economics from York University. Currently, Mr. Pearce is the Chief Financial Officer, Corporate Secretary and director of Golden Goliath Resources Ltd, the Corporate Secretary and director of Sable Resources Ltd., Chief Financial Officer, Corporate Secretary and director of Wildflower Marijuana Inc., and the Chief Financial Officer, Corporate Secretary and director of VanadiumCorp Resource Inc.

Anne Labelle – *Director*

Ms. Labelle is a geologist and lawyer and holds an LL.B. from the University of British Columbia and B.Sc. (Hons) Geology from Carleton University. Ms. Labelle has worked in mineral exploration and development since the mid-1990s. Ms. Labelle has been the Vice President Legal and Sustainability of Midas Gold Corp. since June 2011 and Manager of Sustainability and Legal Affairs at Capstone Mining Corp. from May 2008 to April 2011.

Hendrik Van Alphen – *Director*

Mr. Van Alphen has worked in the mining business for over 25 years and was instrumental in establishing Cardero Resource Corp. Mr. Van Alphen has raised over \$200 million for mining exploration and has created significant value for shareholders, including the acquisition of Pampa de Pongo, which was acquired for less than \$1 million and sold six years later for \$100 million. Mr. Van Alphen holds senior management and director positions with several resource exploration and development companies. Mr. Van Alphen is currently the President, Chief Executive officer and director of Cardero Resource Corp., the President and Chief Executive Officer of Wealth Minerals Ltd., and the director of Ethos Capital Corp.

Debt Settlement Details

The Company also announces that it has completed debt settlements with a number of related-party and arm's length creditors. Pursuant to such settlements, with a settlement cut-off date of December 31, 2014, the Company settled an aggregate of \$713,109 of outstanding debts in consideration of the issuance of 911,388 common shares at a deemed price of \$0.20 per share and the payment of \$46,468 to various creditors.

All stock issued under the debt settlement agreements will be subject to a hold period of four months and one day after the closing date. The closing date will be the day which is five business days after the Company has received acceptance for filing and/or approval of the TSX-V for the debt settlement transaction.

About Artha

Artha is a mineral resource company, which was founded in 2006 by a team of mining industry professionals with a proven track record in project generation, exploration, mining and finance. The Company is focused on the acquisition of quality precious metals and base metal properties in Argentina.

On Behalf of the Board of Directors

"Todd McMurray"

President

For Information Contact:

Todd McMurray

President

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the reverse takeover described in this Information Circular.

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 debt settlements 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.