FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Newcastle Minerals Ltd. (the "Company")
Suite 416, 108 – 800 Kelly Road
Victoria, BC, V9B 6J9

Item 2: Date of Material Change

November 19, 2010

Item 3: News Release

A news release was issued November 19, 2010 at Victoria, British Columbia and was disseminated by Canada Stockwatch and Market News Publishing.

Item 4: Summary of Material Change

The Company has granted an option to First Lithium Resources Inc. to earn up to a 75% interest in the Company's Mollie River Property in northwestern Ontario.

Item 5: Full Description of Material Change

The Company has granted an option to First Lithium Resources Inc. to earn up to a 75% interest in the Company's Mollie River Property in northwestern Ontario. The Mollie River Property is located approximately four kilometres west of Trelawney Mining and Exploration Inc.'s Chester Gold Complex.

First Lithium may earn a 60% undivided interest in the property by paying and issuing to the Company $15,000 cash and 500,000 First Lithium shares upon regulatory acceptance, issuing an additional 500,000 shares and incurring $250,000 of exploration expenditures within one year, and incurring an additional $250,000 of exploration expenditures within two years.

First Lithium may acquire an additional 15% undivided interest by issuing to the Company an additional 750,000 First Lithium shares within two years and incurring an additional $500,000 of exploration expenditures within three years.

Item 6: Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7: Omitted Information

Not applicable

Item 8: Executive Officer

Michael Romanik, President and Chief Executive Officer
Telephone (204) 726-0151

DATED AT Victoria, British Columbia this 19th day of November, 2010.

NEWCASTLE MINERALS LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CGA