

**MATERIAL CHANGE REPORT
FORM 51-102F3**

1. Reporting Issuer

Catalina Metals Corp. (formerly Catalina Energy Corp.) (the “Issuer”)
3528 Royal Vista Way
Courtenay, BC V9N 9X7

2. Date of Material Change

March 2, 2011

3. News Release

Date of Issuance: March 2, 2011

Place of Issuance: Vancouver, British Columbia

Method of Dissemination: The material change was disclosed by the issuance of a News Release disseminated by Marketwire and Market News Publishing Inc.

4. Summary of Material Change

The Issuer announced that it has signed an agreement, subject to regulatory acceptance, with Redstar Gold Corp. (“Redstar”), wherein the Issuer can earn a 60% interest in Redstar’s Cooks Creek project in Nevada. Under the terms of the agreement, the Issuer can earn a 60% interest by completing \$2.5 million in work expenditures and paying \$200,000 in cash and issuing 500,000 common shares of the Issuer to Redstar over four years. Redstar will act as operator.

5. Full Description of Material Change

The Issuer announced that it has signed an agreement, subject to regulatory acceptance, with Redstar Gold Corp., wherein the Issuer can earn a 60% interest in Redstar’s Cooks Creek project in Nevada. Under the terms of the agreement, the Issuer can earn a 60% interest by completing \$2.5 million in work expenditures and paying \$200,000 in cash and issuing 500,000 common shares of the Issuer to Redstar over four years. Redstar will act as operator.

Cooks Creek, consists of approximately 3.7 square miles of 100%-owned unpatented mining claims covering an area of outcropping sediment-hosted gold mineralization about 8 miles west of the Pipeline mine. Cooks Creek lies along the Battle Mountain – Eureka mineral belt, also referred to as the Cortez trend. The Pipeline and adjacent Cortez and Cortez Hills Carlin-type gold deposits contain more than 30 million ounces of gold (production plus reserves/resources); the mines are operated by Barrick Gold.

The main gold zone at Cooks Creek covers an area of approximately 890 x 760 metres. The area contains strongly anomalous arsenic, mercury, and antimony (which locally occurs as stibnite), elements that are characteristic of productive Carlin-type gold deposits.

Gold mineralization remains open along strike and depth along at least two northeast-striking fault zones about 300 metres apart. Rock sampling by Redstar has identified a further gold anomaly located about 900 metres south of the main gold zone.

Bob Singh P. Geo is a qualified person as defined by National Instrument 43-101 and has reviewed the news release and this report.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information contact:

Kim Phillips
President
Telephone: (604) 528-0613

9. Date of Report

DATED at Courtenay, British Columbia this 9th day of March, 2011.

CATALINA METALS CORP.

Per: "Kim Phillips"
Kim Phillips
President

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