FORM 51-102F3
Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Castleworth Ventures Inc. (the "Company")
#46 – 1101 Nicola Street
Vancouver, BC, V6G 2E3

ITEM 2. DATE OF MATERIAL CHANGE

November 29, 2005 and November 30, 2005

ITEM 3. NEWS RELEASE

Issued November 29, 2005 and November 30, 2005 and distributed through the facilities of CCN Matthews.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On November 29, 2005 the Company announced that it entered into an option agreement with Sunrise Land & Minerals ("Sunrise") whereby the Company can acquire a 100% leasehold interest in the Jessup Gold Property. The Company paid US$50,000 on signing the option agreement and assumed lease obligations and obtained a one year option to acquire the property upon payment of US$400,000. The Company issued a second news release on November 30, 2005 clarifying certain details of the initial news release.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news releases dated November 29, 2005 and November 30, 2005.

The transaction described in the attached news releases is a related party transaction since John Watson, the President and a director of the Company, and William Sheriff, a director of the Company, own 34% and 1% of Sunrise, respectively. Since no shares are issuable under the transaction, the transaction will have no impact on the percentage of securities of the Company held by John Watson and William Sheriff. Due to the conflicts of interest of these two directors the Board formed a special committee of independent directors to review details in respect of the Jessup Property and negotiate the terms of the Option Agreement and make recommendations to the Board in respect thereof. The special committee completed its work and recommended the transaction to the Board and no directors entitled to vote expressed a materially contrary view or abstained from voting.

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

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: John Watson
Telephone: (604) 688-0607

ITEM 9. DATE OF REPORT

DATED this 6th day of December, 2005.

Castleworth Ventures Inc.

FOR IMMEDIATE RELEASE
TRADING SYMBOL: WTH – TSX Venture Exchange **November 29,2005**

Castleworth Options Jessup Gold Project in Nevada

Historical estimate: 200,000 oz. Gold and 2,000,000 oz. Silver

Vancouver, British Columbia – Castleworth Ventures, Inc. (TSX-V: WTH) announced today that it has entered into an option agreement with Sunrise Land & Minerals ('Sunrise") whereby Castleworth can acquire a 100% leasehold interest in the Jessup Gold Property.

The Jessup Property is located in Churchill County approximately 80 miles northeast of Reno, Nevada and covers approximately 3.5 square miles.

A substantial epithermal gold system has been identified on this property, which has been partially drilled by prior operators, the last and most significant of which was Echo Bay in 1996. During its tenure, Echo Bay drilled 123 holes with an additional 50(+/-) holes drilled by prior operators. The data derived from previous exploration, including maps and reports, is of good to excellent quality and a substantial database in electronic form exists.

A prior owner retained Mine Development Associates of Reno, Nevada to prepare a resource estimate dated February 1998. That report, produced prior to the institution of N.I. 43-101, calculated a global resource, not classified according to 43-101 categories, as follows:

Tons	Gold Grade opt	Silver Grade opt	Gold Oz	Silver Oz	Gold Equiv.
8,376,564	0.024	0.25	200,300	2,056,700	241,400

The MDA report is comprehensive and is believed both relevant and reliable. No more recent estimates or data is available to the Company and according to the underlying owner of the claims, no additional drilling has been completed on Jessup since the MDA report.

John Watson, Castleworth's president and CEO, said that the resource at the Jessup Gold Project is contained in a large low-sulfidation alteration system that has not been systematically explored and is believed to have excellent potential for substantial resource expansion. There are numerous additional target concepts that could expand on these identified resources. Much of the previous drilling is widely-spaced. Overall, the style of occurrence and scale of hydrothermal alteration seems to predict significantly larger resources than those identified for this geologic setting and the Company's goal for the property would be to expand the resource to 1,000,000 + ounce contained gold range. Castleworth is planning to commence exploration activities at Jessup, including a drill program, as soon as possible.

The terms of the agreement between Sunrise and Castleworth calls for a 12 month option to acquire the Jessup Lease under which the Company must pay a non-refundable US$50,000 upon execution and assume all underlying obligations of the Jessup Lease during the 12 month option period. Castleworth may acquire the Jessup Lease by paying Sunrise a further US$400,000, of which US$200,000 is payable twelve months after entry into the option agreement and the remaining US$200,000 is payable twenty-four months after entry into the option agreement.

Sunrise has advised that the underlying lease obligations involve making monthly advance royalty payments of US$5,000 in 2006, increasing by US$1,000 per month in each successive year until it reaches US$9,000 per month in 2010 and continues thereafter at that amount and that the Jessup Project is subject to a royalty ranging from 2.6% when the price of gold is trading at less than US$350/oz to 5.1% when gold is trading above US$500/oz. There is also a right to buyout all but 1.6% of the royalty for US$2 million if exercised before 2008, US$2.5 million if exercised during 2008 and US$3.0 million if exercised after 2008. All advance royalty payments and production royalty payments made under the lease agreement are credited to the buyout.

This acquisition is not an arm's length transaction and, after two Company directors declared their interests as shareholders of Sunrise, Castleworth's Board of Directors struck an independent committee to review the Jessup Project and negotiate the terms.

The Company will commission a N.I. 43-101 report on the property prior to any substantial exploration expenditures at Jessup and after this agreement receives the required regulatory approvals.

Castleworth's objective is to enhance shareholder value by acquiring, exploring, and developing advanced-stage projects located within the major gold producing areas of Nevada. Prior to the acquisition of the Jessup Project, the Company has announced significant resources at two of its other projects, Pan and Afgan, both located in the Battle Mountain-Cortez Trend. The Afgan Project is estimated to contain a resource of 1.85 million tons at a grade of 0.027 opt Au (Indicated), and 1.29 million tons at a grade of 0.026 opt Au (Inferred). The Pan Project currently reports a resource of 18.96 million tons at a grade of 0.019 opt Au (Measured and Indicated) and 8.3 million tons at a grade of 0.026 opt Au (Inferred). The Pan estimates do not incorporate substantial drilling completed during 2005. The Company's short-term goal is to enlarge its total resources at all its properties to in excess of one million ounces.

On behalf of the Board of Directors,

(sgd.) "John E. Watson"

President

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

Please direct information requests to John Watson at 604/688-0607 or via email to jwatson@castleworth.com

Visit the Company website at www.castleworth.com

Castleworth Ventures Inc.

FOR IMMEDIATE RELEASE
TRADING SYMBOL: WTH – TSX Venture Exchange **November 30, 2005**

Castleworth Options Jessup Gold Project in Nevada
Clarifications to Release

Vancouver, British Columbia – Castleworth Ventures, Inc. (TSX-V: "WTH") has announced that it has entered into an agreement with Sunrise Land & Minerals ('Sunrise") under which it acquired an option on the Jessup Gold Property. The TSX Venture Exc hange has requested that Castleworth Ventures Inc. clarify information contained in its news release on the acquisition of the option on the Jessup Gold Project issued November 29, 2005. The news release reported a resource estimate and referred to the Co mpany's goal of expanding the resource at the Jessup Project which require clarification.

The resource estimate for the Jessup Gold Project was prepared by Mine Development Associates ("MDA") of Reno, Nevada as of February 1998 and is an historical estimate under Canadian National Instrument 43-101. MDA prepared a report outlining this estimate, which the Company considers to be comprehensive and relevant. The cutoff grade used for the estimate was 0.010 oz Au/ton. However, the resource that was identified was termed "potentially minable material" and was not classified into the N.I. 43-101 categories of measured, indicated and inferred resources. The Company considers the term "potentially minable material" to refer to an aggregate resource incorporating all categories of measured, indicated and inferred resources. The Company has not done the necessary work to allow it to classify the resource into the measured, indicated and inferred categories and, accordingly, is not treating the resource estimate as a N.I. 43-101 defined resource by a qualified person. The Company cautions that this historical resource estimate should not be relied upon. No more recent estimates or data is available to the Company. According to the underlying owner of the claims, no additional drilling has been completed on Jessup since the MDA report was performed.

In addition, the Company's stated goal of expanding the resource at the Jessup Gold Project is hereby retracted. There is a significant amount of information available which the Company plans to use to generate a NI 43-101 compliant resource estimate, however further exploration may not be successful at confirming the size of the resource estimate of MDA, when stated in accordance with the NI 43-101 categories, or at finding new mineralized material.

The November 29, 2005 news release also disclosed previously announced resource estimates at the Company's Pan and Afghan projects. Technical reports outlining these estimates may be found on the Company's website at www.castleworth.com (see "43-101 and recommendations 2005" under "Pan Gold Project" and "Afghan Gold Project: Technical Report" under "Other Projects" both linked under the "Projects" heading).

On behalf of the Board of Directors,

(sgd.) "John E. Watson"

President

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does not accept responsibility for the adequacy or accuracy of this release.

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jwatson@castleworth.com

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