

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

Item 1 Name and Address of Company

Castle Resources Inc.
20 Victoria Street, Suite 800
Toronto, ON M5C 2N8

Item 2 Date of Material Change

June 3, 2010

Item 3 News Release

The press release attached as Schedule A was released by Marketwire Inc.
on June 3, 2010

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule A.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Stephen Shefsky, President and CEO
Castle Resources Inc.
416-366-4100

Item 9 Date of Report

June 3, 2010

June 3, 2010

Symbol: CRI (TSX.V)

Castle Resources Announces Appointment of New Director

- **Highly experienced mining executive to join board as the Company moves to advance the past producing Granduc Mine in Stewart, B.C., and put into production the Elmtree Gold Deposit in Bathurst, N.B.**

TORONTO, ONTARIO - Castle Resources Inc. (TSX.V: CRI) (“Castle” or the “Company”) is pleased to announce the addition of Tim Mann, P. Eng. to the board of directors of the Company.

Tim Mann, P. Eng. is a mining engineer with extensive international operations and technical management experience in mine engineering, mine development and mine operations. His career spans close to 40 years, including senior operational assignments with Placer Dome and Goldcorp, and extensive consulting experience with SNC-Lavalin prior to establishing his own consulting business in 2004. He has been involved in numerous engineering, study and project management assignments within Canada and overseas. He is currently VP of Projects for Largo Resources Ltd.

“We are very excited to announce the addition of Mr. Tim Mann to the board of directors of the Company,” said Mr. Stephen Shefsky, President & CEO of Castle Resources Inc. “As a seasoned mining engineer Mr. Mann will bring operational expertise to the board level as the Company moves to advance its Granduc Copper Project and Elmtree Gold Project.”

About Castle Resources

Castle Resources Inc. is a Toronto-based junior mineral exploration company focusing on high-quality, advanced exploration projects. Management’s goal is to advance the past producing Granduc Copper Mine and begin new exploration activities; as well, management is quickly advancing the Elmtree Project in New Brunswick toward feasibility in 2010. For more information please visit the Castle Resources’ website at www.castleresources.com

Disclaimer

Certain statements contained in this news release may contain forward-looking information within the meaning of Canadian securities laws. Such forward-looking information is identified by words such as “estimates”, “intends”, “expects”, “believes”, “may”, “will” and include, without limitation, statements regarding the company’s plan of business operations (including plans for progressing assets), estimates regarding mineral resources, projections regarding mineralization and projected expenditures. There can be no assurance that such statements will

prove to be accurate; actual results and future events could differ materially from such statements. Factors that could cause actual results to differ materially include, among others, metal prices, risks inherent in the mining industry, financing risks, labour risks, uncertainty of mineral resource estimates, equipment and supply risks, title disputes, regulatory risks and environmental concerns. Most of these factors are outside the control of the company. Investors are cautioned not to put undue reliance on forward-looking information. Except as otherwise required by applicable securities statutes or regulation, the company expressly disclaims any intent or obligation to update publicly forward-looking information, whether as a result of new information, future events or otherwise.

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