

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

Item 1. Name and Address of Company

Castle Resources Inc. ("Castle" or the "Company")
20 Victoria Street, Suite 800
Toronto, ON M5C 2N8

Item 2. Date of Material Changes

August 17, 2011.

Item 3. News Release

The Company issued a press release via a Canadian news wire service on August 17, 2011, a copy of which has been filed on SEDAR.

Item 4. Summary of Material Change

On August 17, 2011, the Company acquired a mining claim located in the Skeena mining division in B.C. in connection with the development of its Granduc Project. Also, effective August 12, 2011, the Company completed its continuance under the *Business Corporations Act* (Ontario), as previously approved by special resolution of the shareholders of the Company at Castle's annual and special meeting held on March 22, 2011.

Item 5. Full Description of Material Change

Castle has acquired a mining claim located in the Skeena mining division in B.C. in connection with the development of its Granduc Project. In connection with this acquisition, Castle has paid cash consideration in the amount of \$20,000, issued an aggregate of 94,118 common shares of Company, and has granted a 2% NSR over the acquired claim. The common shares issued in connection with the acquisition will all be subject to a four month regulatory hold period commencing from the date of issue.

In addition, the Company announces that, effective Friday, August 12, 2011, it completed its continuance under the *Business Corporations Act* (Ontario), as previously approved by special resolution of the shareholders of the Company at Castle's annual and special meeting held on March 22, 2011. The Company was previously governed under the *Business Corporations Act* (Alberta).

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Executive Officer

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

Mr. Eric Szustak
Chief Financial Officer
Castle Resources Inc.

Telephone: 416-366-4200

Item 9. Date of Report

August 23, 2011.