Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Critical Capital Corporation
Suite 1200 - 999 West Hastings Street
Vancouver, BC V6C 2W2

Item 2. Date of Material Change

November 8, 2010

Item 3. News Release

A news release was issued at Vancouver, B.C. on November 8, 2010 and disseminated via MarketNews

Item 4. Summary of Material Change

The Company has provided an update on its acquisition of Castle Peak Mining Ltd.

Item 5. Full Description of Material Change

Critical Capital Corporation ("Critical" or "the Company"), a Vancouver-based Capital Pool Company listed on the TSX Venture Exchange (the "Exchange"), is pleased to provide an update on its acquisition of Castle Peak Mining Ltd. ("Castle Peak") since its news release dated March 30, 2010.

Proposed Private Placement and Name Change
Concurrently with the acquisition of Castle Peak, Critical will be changing the name of the Company to Castle Peak Mining Ltd. and raising between $6,000,000 and $7,000,000 through a brokered and non-brokered private placement from the sale of units at $0.35 per unit. Each unit consists of one common share and one-half of one common share purchase warrant. One full warrant will entitle the holder to acquire one common share at $0.50 per share and the warrants will expire one year from closing. Critical may pay a finders fee in cash and/or warrants. Critical has retained Raymond James Ltd. (the "Agent") as its agent to raise up to $1,848,350 which forms the brokered part of the private placement. For the brokered private placement, Critical will pay the Agent a commission of 7% of gross proceeds in cash and issue that number of agent's warrants as is equal to 7% of the number of units sold under the brokered portion of the private placement. The Agent will also receive a corporate finance fee and 50,000 corporate finance warrants. Each agent's warrant and corporate finance warrant will entitle the agent to acquire one common share at $0.50 per share and the warrants will expire one year from closing. Should the Exchange require Critical to retain a sponsor, the Agent has agreed to act as sponsor subject to successful completion of its due diligence.

Directors and Officers
Randy Smallwood has agreed to become a director of the resulting issuer upon completion of the acquisition. Mr. Smallwood, P.Eng., is currently President of Silver Wheaton Corp. and Director of Canaco Resources Inc., Geologix Explorations Inc., Ventana Gold Corp. and MoimStone Communications Corp. He is one of the founding members of Silver Wheaton, and in 2007 joined Silver Wheaton full time as Executive Vice President of Corporate Development, primarily focusing on growing the company through the evaluation and acquisition of silver stream opportunities. In January 2010

he was appointed President of Silver Wheaton, with a continued focus on corporate growth opportunities.

Brian Lock is presently the CEO, President, CFO and Corporate Secretary of Critical. Mr. Lock has over 30 years of experience in the operations, feasibility, design engineering and construction of numerous precious metals and base metal mining projects around the world. Initially Mr. Lock held senior positions with a major international mining consortium and two major engineering companies, before, in 1985 forming and becoming President of Proton International Engineering Corporation, a Canadian engineering and construction company devoted to the development of small and medium sized mining projects. Mr. Lock has managed and/or served as a director of several Canadian public and private companies.

Peter Hawley is currently the CEO and a director of Castle Peak. From 1998 until September 2006 he has served as the CEO of Scorpio Mining Corporation and has served as the Executive Chairman and CEO since September 2006. Since May 2008 Mr. Hawley also serves as Chief Executive Officer and President of Scorpio Gold Corporation. Mr. Hawley has 25 years of mining-industry experience that spans grassroots exploration through to development and production. Mr. Hawley has worked extensively as a consulting geologist to a large number of intermediate and senior mining companies including Teck Corp, Noranda Inc., Placer Dome Inc. and Barrick Gold Corp. Mr. Hawley is also experienced in private and public company financing and corporate administration.

Randal Gindi is a founder of Castle Peak and has been involved in the mining industry since 2001. Mr. Gindi is also a principal in multiple real estate corporations focused on property development and management, and has previously been involved as a principal in the management and merchandising of several retail department stores.

Andrew Lee Smith, David Parsons and David Smalley have agreed to be on the advisory committee of the resulting issuer. Mr. Smith is the President and CEO of Canaco Resources Inc. and has over 20 years of experience in exploring, developing and operating North American base and precious metal mining projects. Mr. Parsons is Vice-President, Insurance for Goldcorp Inc. and is a Certified General Accountant with over 20 years of experience in the mining industry, acting as CFO, Controller and Director of public mining companies. David Smalley is presently a director of Critical and will resign upon completion of the qualifying transaction. Mr. Smalley is a partner at Fraser and Company LLP in Vancouver, where he has practiced corporate and securities law since 1990. He has been a director and officer of public companies for over 16 years.

Darren Lindsay is presently the President of Castle Peak. Mr. Lindsay is a professional geoscientist registered with the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC) and has 15 years experience in exploration geology for precious and base metals in North and South America. He has worked for both junior and senior companies, including BHP Minerals Canada Ltd, Miramar Mining Corporation, Inmet Mining Corporation, Newmont Mining Corporation and Kodiak Exploration Limited, undertaking management roles of increasing responsibility including supervision of large scale exploration and feasibility level projects. Recently, Mr. Lindsay played a significant role on the team involved with the expansion and feasibility level studies of the multi-million ounce Madrid and Doris gold deposits in Hope Bay, Nunavut.

Paula Rogers is presently the CFO of Castle Peak. Paula is a Chartered Accountant who has 15 years of experience working for Canadian-based international public companies in the areas of Treasury, Mergers and Acquisitions, Financial Reporting, and Tax. Prior to joining Castle Peak as CFO in September 2010, she was Vice-President, Treasurer of Goldcorp Inc. and previously Corporate Treasurer of Wheaton River Minerals Ltd. from 2004 until its 2005 merger with Goldcorp. Paula was responsible for financing the remarkable growth of both Goldcorp and Wheaton during her 6 year tenor and successfully raised over $4 billion in bank credit facilities, convertible notes and project financing for the companies.

Giovanna Martino is presently the Corporate Secretary of Castle Peak. She has worked for public companies as Corporate Secretary for the past 4 years. She currently holds the position as Corporate Secretary for Nortec Minerals Corp. (TSX-V: NVT) since October 2007. She has held the position of Corporate Secretary for Frontier Pacific Mining since August 2006 until July 2008. Mrs. Martino has fifteen years experience as a legal secretary, and is responsible for all aspects of Castle Peak's corporate administration, documentation and regulatory filings.

Investor Relations

Marlo Hamer-Jackson is presently the Investor Relations Manager for Castle Peak. Marlo has worked in the mining industry for more than 10 years. Before joining Castle Peak, she served as Manager, Investor Relations and Corporate Communications with the Augusta Group of Companies, which included Augusta Resource Corporation, Riva Gold Corporation, Ventana Gold Corporation, and Wildcat Silver Corporation. Earlier in her career, she helped manage the global communications programs at Placer Dome and later Goldcorp. Marlo holds a Bachelor of Business Administration from Simon Fraser University, is a member of the Canadian Institute of Investor Relations, and has completed the Canadian Securities Course with honours.

Stock options

Concurrent with the completion of the acquisition, it is contemplated that an additional 3,350,000 stock options at an exercise price of $0.35 per share exercisable over a period of 10 years from the completion of the acquisition will be granted to directors, officers, employees and consultants of Critical in accordance with Critical's stock option plan and subject to the rules and policies of the Exchange.

General

Critical has loaned a total amount of $135,000 to Castle Peak. The loans do not accrue interest, are repayable on closing or if the transaction is terminated, and are evidenced by promissory notes issued by Castle Peak. Completion of this transaction is subject to a number of conditions, including but not limited to Exchange acceptance. The transaction cannot close until the required Exchange approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in a filing statement or other disclosure document of Critical to be prepared in connection with the Acquisition, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon. Trading in the securities of Critical and/or the resulting issuer should be considered highly speculative. The TSX Venture Exchange has in no way passed upon the merits of the proposed Acquisition and has neither approved or disapproved the contents of this news release.

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

Not applicable.

Item 7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8. Executive Officer Knowledgeable About This Report

Name of Executive Officer: Brian Lock, CEO

Telephone Number: (604) 889-2543

Item 9. Date of Report

November 9, 2010