

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Castle Peak Mining Ltd. (the “**Company**” or “**Castle Peak**”)
Suite 510 – 999 West Hastings Street
Vancouver, BC V6V 2W2

Item 2. Date of Material Change

July 4, 2012.

Item 3. News Release

A news release announcing the material change referred to in this report was issued on July 4, 2012 at Vancouver, British Columbia and was disseminated via Marketwire and filed on SEDAR.

Item 4. Summary of Material Change

On July 4, 2012, the Company announced the terms of a non-brokered private placement offering to raise gross proceeds of up to \$2 million. Under the terms of the private placement, the Company intends to sell up to 10,125,000 units at \$0.20 per unit.

Item 5. Full Description of Material Change

Item 5.1 *Full Description of Material Change*

On July 4, 2012, the Company announced the terms of a non-brokered private placement offering (the “**Offering**”) to raise gross proceeds of up to \$2 million. Under the terms of the private placement, the Company intends to sell up to 10,125,000 units (“**Units**”) at \$0.20 per Unit.

Each Unit will consist of one common share of the Company and one common share purchase warrant (a “**Warrant**”), where each Warrant will allow the subscriber to purchase one additional common share of the Company at an exercise price of \$0.40 per share for a period of 18 months from the date of closing, subject to adjustment/acceleration under certain circumstances. The Company may, at its discretion, pay finder’s fees of 7% of the aggregate gross proceeds raised through finders pursuant to the Offering.

The securities issued upon the closing of the Offering will be subject to customary securities legislation hold periods. the Offering is subject to receipt of all necessary approvals including the acceptance of the TSX Venture Exchange (the “**TSX-V**”).

Grizal Enterprises Ltd. (“**Grizal**”), a control person” of the Company (as that term is defined in the TSXV policies), has expressed interest to subscribe for up

to 3,375,000 Units of the Offering (the “Grizal Units”) which constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 and TSXV Policy 5.9 (together, the “Policies”). In the event that Grizal subscribes for all 3,375,000 Grizal Units under the Offering and the Company issues all of the units under the non-brokered private placement, Grizal will hold a total of 15,375,000 common shares (undiluted) representing 21.5% of the issued and outstanding common shares of the Company.

Certain directors of the Company (the “Insider Subscribers”, and together with Grizal, the “Insiders”) intend to subscribe for Units, which will constitute a related party transaction under the Policies. The number of Units which Insider Subscribers will purchase is unknown at this time.

The Offering was approved by a majority of the independent directors of the Company as being in the best interests of the Company, and the Board has determined exemptions from the formal valuation and minority approval requirements under the Policies are available.

Neither the Company, nor to the knowledge of the Company after reasonable inquiry, the Insiders, have knowledge of any material information concerning the issuer or its securities, that has not been generally disclosed.

Proceeds from the Offering will be used to fund the ongoing exploration program at Castle Peak’s Akorade Project in Ghana, as well as, working capital.

Forward-looking statements:

Except for statements of historical fact, this material change report contains certain ‘forward-looking information’ and ‘forward-looking statements’ within the meaning of applicable securities laws including statements regarding the proposed Offering, the anticipated subscription and, the proposed use of proceeds. Such forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to known and unknown risks, uncertainties and assumptions that could cause actual results to vary materially from the anticipated results or events predicted in these forward-looking statements, including those risk factors identified in the Company’s Filing Statement filed under the Company’s SEDAR profile. As a result, readers are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements contained in this report are made as of the date of this report. Except as required by applicable law, Castle Peak disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 5.2 *Disclosure for Restructuring Transaction*

Not applicable.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

For further information, please contact Darren Lindsay, President and Chief Executive Officer of the Company at 604-681-1466

Item 9. Date of Report

July 14, 2012.