



ABN 83 116 095 802

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
AND
PROXY FORM

Date of Meeting
Thursday, 25 November 2010

Time of Meeting
11:00 AM

Place of Meeting
BDO
38 Station Street
Subiaco WA 6008

The Castle Minerals Limited 2010 Annual Report may be viewed on the Company's website at

www.castleminerals.com

CASTLE MINERALS LIMITED
ABN 83 116 095 802

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2010 Annual General Meeting of shareholders of Castle Minerals Limited ("**Company**") will be held at BDO, 38 Station Street, Subiaco WA on 25 November 2010 at 11:00 am for the purpose of transacting the following Business.

ORDINARY BUSINESS

2010 Financial Statements

To receive the financial statements of the Company for the year ended 30 June 2010, consisting of the Annual Financial Report, the Directors' Report and Auditor's Report.

Resolution 1 – Re-election of Campbell Ansell as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Campbell Ansell having retired as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election be re-elected a director of the Company."

Pursuant to the Company's Constitution, one-third of the directors of the Company (other than the managing director) must retire at each Annual General Meeting and being eligible may offer themselves for re-election.

Resolution 2 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report forming part of the Company's 2010 Annual Report be adopted."

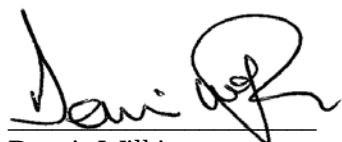
Section 250R of the Corporations Act requires a listed company to put to shareholders at each Annual General Meeting a resolution adopting the report on the remuneration of the company's directors, executives and senior managers included in the company's annual report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory and does not bind the company's directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

A Proxy Form is attached and to be valid must be received by the Company:

- ▶ By Post at: C/- 23 Altona Street, West Perth WA 6005
- ▶ By Facsimile: +61 8 9389 2199

By order of the Board



Dennis Wilkins
Company Secretary
Date: 19 October 2010

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the shareholders of Castle Minerals Limited (**Company**) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at BDO, 38 Station Street, Subiaco WA on 25 November 2010 commencing at 11:00 am.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

At the AGM, Shareholders will be asked to consider resolutions:

- Re-electing Mr Campbell Ansell as a director who retires by rotation in accordance with the Company's constitution
- Adopting the remuneration report, this resolution is advisory only.

Each of the resolutions is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Financial and Other Reports

As required by section 317 of the Corporations Act, the financial statements for the year ended 30 June 2010 and the accompanying Directors Report, Directors' Declaration and Auditor's Report will be laid before the meeting.

Neither the Corporations Act, nor the Company's Constitution requires a vote on the reports. However, the shareholders will have an opportunity to ask questions about the report at the annual general meeting.

Resolution 1 - Re-election of Campbell Ansell as a Director

Resolution 1 deals with the re-election of Mr Campbell Ansell who was appointed a non-executive director on 5 September 2005 and retires as required by the Company's Constitution and the Listing Rules and, being eligible, has offered himself for re-election.

Mr Ansell is a Chartered Accountant who is also the Chairman of De Grey Mining Limited. He is also a non-executive director of several other successful business operations and has had a long term involvement with the resources sector and several government and semi government boards. Campbell is a former director of Universal Resources Ltd within the last 3 years.

All the Directors except for Mr Ansell recommend that shareholders vote in favour of Resolution 1.

Resolution 2 - Remuneration Report

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non – binding vote. The Remuneration Report contains:

- information about Board policy for determining the nature and amount of remuneration of the Company's Directors and senior executives;
- a description of the relationship between remuneration policy and the Company's performance;
- a summary of performance conditions, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the 2010 Annual Report, has been sent to shareholders (except those who have made an election not to receive the Annual Report). Copies of the 2010 Annual Report are available by contacting the Company's Share Register or visiting the Company's web site (www.castleminerals.com).

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Board	means the board of Directors of the Company.
Company	means Castle Minerals Limited ACN 116 095 802
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
Listing Rules	means the listing rules of ASX.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.

CASTLE MINERALS LIMITED

ABN 83 116 095 802

PROXY FORM

The Company Secretary
Castle Minerals Limited
C/- 23 Altona Street
WEST PERTH WA 6005

Facsimile: +61 8 9389 2199

I/We (name of shareholder)

of (address)

being a member/members of Castle Minerals Limited HEREBY APPOINT

(name)

of (address)

and/or failing them (name)

of (address)

or failing that person then the Chair of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 25 November 2010 and at any adjournment of the meeting.

PROXY INSTRUCTIONS

If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.

If the Chair of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote please place a mark in the box. By marking this box, you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chair has advised that his intention is to vote in favor of all resolutions.



Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

	FOR	AGAINST	ABSTAIN
Resolution 1 – Re-Election of Campbell Ansell	☐	☐	☐
Resolution 2 – Adoption of Remuneration Report	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

This Proxy is appointed to represent % of my voting right, or if 2 proxies are appointed Proxy 1 represents % and Proxy 2 represents % of my total votes
My total voting right is shares

SIGNATURE OF SECURITY HOLDERS – PLEASE SIGN HERE

Individual or Shareholder 1

Sole Director & Sole Company
Secretary

Joint Shareholder 2

Director / Company Secretary

Joint Shareholder 3

Director

Dated this _____ Day of _____ 2010

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting **that is by 11:00 am WST on 23 November 2010** by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - c) if the proxy is the Chair, the proxy must vote on a poll and must vote that way; and
 - d) if the proxy is not the Chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.