

Castle Peak Mining Ltd. – Annual General and Special Meeting of Shareholders held on July 4, 2013

Castle Peak Mining Ltd. (the “Company” or “Castle Peak”) mailed its management information circular to all shareholders on June 10, 2013. After mailing the circular, Castle Peak was advised that the private placement of units would have two subscribers, being Marsevia Holdings Ltd. and Candel and Partners SAS, rather than only having Marsevia Holdings Ltd. as the sole subscriber. Initially, the Company was advised that Marsevia Holdings Ltd. would be jointly held by Grizal Enterprises Ltd. and Candel and Partners SAS. After mailing, the Company was advised that Marsevia Holdings Ltd. would be wholly-owned by Grizal Enterprises Ltd. and that Candel and Partners SAS would subscribe in the private placement separate from Marsevia Holdings Ltd. The resulting ownership of shares and warrants of Castle Peak by Grizal Enterprises Ltd. and Candel and Partners SAS set out in the management information circular remains unchanged; however Candel and Partners SAS will now hold its shares and warrants directly, rather than indirectly through Marsevia Holdings Ltd.

As a result of these changes, the resolutions set out in the management information circular dated June 6, 2013 approving the private placement and the two new control persons must be amended as follows:

Amended Private Placement Resolution:

“BE IT RESOLVED THAT:

1. the Company be authorized to complete a private placement (the “Offering”) with Marsevia Holdings Ltd. and Candel and Partners SAS as the sole subscribers, on the terms set out in the subscription agreements (if applicable, as amended) dated July 4, 2013, and the completion of any such private placement be and is hereby ratified, approved and authorized;
2. the Board of Directors of the Company is hereby authorized, in its sole discretion, to determine when not proceed with the Offering and to determine a closing date therefor;
3. notwithstanding that these resolutions have been duly passed, the Board of Directors of the Company are hereby authorized, without further notice to or approval of the Company’s shareholders, to (a) not proceed with the Offering; and (b) to amend the terms of the Offering to the extent permitted by the policies of, and subject to the approval of, the TSX Venture Exchange; and
4. any director or officer of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.”

Amended Marsevia Control Person Resolution:

“BE IT RESOLVED THAT:

1. the Company be authorized to complete a private placement (the “Offering”) with Marsevia Holdings Ltd. (“Marsevia”) as one of the subscribers, the result of which will be that Marsevia will become a new Control Person of the Company, as such term is defined in the policies of the TSX Venture Exchange, and the completion of any such private placement be and is hereby ratified, approved and authorized;

2. the Board of Directors of the Company is hereby authorized, in its sole discretion, to determine when to proceed with the Offering and to determine a closing date therefor;
3. notwithstanding that these resolutions have been duly passed, the Board of Directors of the Company are hereby authorized, without further notice to or approval of the Company's shareholders, to (a) not proceed with the Offering; and (b) to amend the terms of the Offering to the extent permitted by the policies of, and subject to the approval of, the TSX Venture Exchange; and
4. any director or officer of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."

Amended Candel Control Person Resolution:

"BE IT RESOLVED THAT:

1. the Company be authorized to complete a private placement (the "Offering") with Candel and Partners SAS ("Candel") as one of the subscribers, the result of which will be that Candel will become a new Control Person of the Company, as such term is defined in the policies of the TSX Venture Exchange, and the completion of any such private placement be and is hereby ratified, approved and authorized;
2. the Board of Directors of the Company is hereby authorized, in its sole discretion, to determine when to proceed with the Offering and to determine a closing date therefor;
3. notwithstanding that these resolutions have been duly passed, the Board of Directors of the Company are hereby authorized, without further notice to or approval of the Company's shareholders, to (a) not proceed with the Offering; and (b) to amend the terms of the Offering to the extent permitted by the policies of, and subject to the approval of, the TSX Venture Exchange; and
4. any director or officer of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."