

30 January 2009



Level 3, 10 Outram St
West Perth WA 6005

PO BOX 437
West Perth WA 6872

Tel: +618 9322 7018
Fax: +618 9481 2335

ASX Release

Dear Shareholder,

Share Purchase Plan Offer

The Board of Directors is pleased to provide eligible shareholders an opportunity to subscribe for new shares in Castle Minerals Limited through the enclosed Share Purchase Plan ("**SPP**").

As you may be aware this SPP follows on from the successful placement made in late December 2008 to institutions and sophisticated investors and was initiated particularly to allow our non-institutional shareholders to participate on the same terms.

By participating in this Share Purchase Plan, you can enhance your shareholding by acquiring up to \$5,000 worth of new shares at a discount of approximately 20% to the current market price and, free of brokerage or other transaction costs.

The principle purpose for the SPP is to raise funds for the Company's gold projects in Ghana particularly its Julie West prospect where high grade gold mineralisation has recently been intersected.

As previously announced a second phase of drilling is scheduled to commence at the Julie West prospect in early February 2009.

Participation in the SPP is optional and is open to eligible shareholders who at 5.00pm on 30th January 2009 were registered holders of ordinary shares in Castle and whose registered address are in Australia or New Zealand. Full details of the SPP are set out in the attached SPP Terms and Conditions.

The SPP will open on 2nd February 2009 and is expected to close at 5.00pm WDST 16th February 2009. As soon as practicable after the close of the offer, Castle will make an announcement as to the outcome of the SPP and number of shares to be issued.

It is important to ensure that you read the SPP Terms and Conditions and SPP Application Form carefully. Eligible shareholders should seek independent legal and/or financial advice before applying for shares.

Included is a personalised application form which you need to complete in accordance with the instructions provided, and return to:

Security Transfer Registrars
PO Box 535
Applecross WA 6953

with your payment, so that it is received no later than 5.00pm WDST on Monday, 16th February 2009.

All Castle Board members have indicated that they intend to participate in the SPP with respect to their personal holdings in Castle Minerals Limited.

This is an important phase in Castle's development and I encourage you to carefully consider the enclosed material towards participating in the SPP.

Yours sincerely



Michael Ivey
Executive Chairman
Castle Minerals Limited

Terms and Conditions

Share Purchase Plan

Castle Minerals Limited (“Castle”) is pleased to provide eligible Castle shareholders with the opportunity to participate in the Castle Share Purchase Plan (“SPP”) by subscribing for new ordinary shares in Castle (“Shares”) with a minimum value of \$2,000 and a maximum value of up to \$5,000 without incurring brokerage or other transaction costs.

Details of this offer and how to participate are set out below.

Key Dates

The following dates are indicative only. Castle reserves the right to alter the Key Dates at any time in its discretion.

Date	Event Description
30 th January 2009	Record Date: The date used to determine who is an eligible Castle shareholder.
2 nd February 2009	Opening Date: The date on which the SPP is expected to open.
16 th February 2009	Closing Date: The date on which the SPP is expected to close.
23 rd February 2009	Allotment Date: The date on which the Shares are expected to be allotted.
27 th February 2009	Dispatch Date: The date on which holding statements/confirmation advices are expected to be dispatched.
2 nd March 2009	Trading Date: The date on which the Shares are expected to begin trading on ASX.

Objective of the SPP

The objective of the SPP is to raise funds for the company’s gold projects in Ghana particularly its Julie West prospect where high-grade gold mineralisation has recently been intersected, and for ongoing working capital.

Who is eligible to participate in the SPP?

You are eligible to participate in the SPP if you were registered as a holder of ordinary shares in Castle at 5.00pm (WDST) on 30 January 2009 with a registered address in Australia or New Zealand. Castle has determined that it is not practical, and may be unlawful, for holders of ordinary shares in Castle with registered addresses in other jurisdictions to participate in the SPP.

To the extent you hold ordinary shares in Castle on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that by participating in the SPP you comply with all applicable foreign laws.

How much can you invest?

The amount you may invest under the SPP is limited. You may only apply for a parcel of Shares valued at \$2,000, \$3,000, \$4,000 or \$5,000.

If you receive more than one SPP Application Form or you hold ordinary shares in Castle in more than one capacity (for example, if you are both a sole and joint holder), the maximum amount you may invest under the SPP in all capacities is \$5,000.

By submitting the SPP Application Form, you certify that you have not exceeded this \$5,000 limit. Castle reserves the right to reject any application under the SPP to the extent it considers that the application does not comply with these requirements.

Offer Price

The offer price for each Share to be issued under the SPP is:

A\$0.10 (ten cents)

It is important to note that the market price of ordinary shares in Castle may rise or fall between the date of this offer and the date when the Shares are allotted under the SPP. Therefore, the market price of the Shares you receive on the date they are allotted to you under the SPP may be more or less than the price paid for them.

How will Castle calculate the number of shares to be issued to you?

The number of Shares to be issued to you will be calculated by dividing the value of shares that you apply for by the offer price, then rounding up to the nearest whole number of Shares.

For example, if you apply for Shares to the value of \$5,000 and the offer price is \$0.10 per share, you will be allotted 50,000 Shares.

How do you apply for Shares?

If you would like to participate in the SPP, you should complete the enclosed SPP Application Form and return it together with your cheque in the required amount to;

Security Transfer Registrars

PO Box 535

Applecross WA 6953

Cheques should be made payable to 'Castle Minerals Limited' and crossed "Not Negotiable".

All payments and applications must be received by no later than 5.00pm (WDST) on 16th February 2009. Applications and payments received after that time will not be accepted. Applications and payments may not be withdrawn once received by Castle.

When will the shares issued under the SPP be allotted?

It is anticipated that the date of allotment for all Shares issued under the SPP will be 23rd February 2009. Notification of allotment should be sent to shareholders on 27th February 2009. Notification will be in the form of a confirmation advice. Applications may only be made for parcels of Shares in the amounts designated on the SPP Application Form. If the amount of the cheque tendered with your SPP Application Form :

- less than \$2,000, Castle will not allot any Shares to you and will refund your application money;
- greater than \$5,000, Castle will allot the maximum number of Shares to you and will refund the excess application money; or
- between \$2,000 and \$5,000 and not one of the designated amounts, Castle will allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your cheque, and will refund the excess application money.

Participation

Participation in the SPP is optional.

Can I transfer my offer to a third party?

The offer is non-renounceable. This means that you cannot transfer your right to participate in the SPP to a third party.

Costs

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of Shares under the SPP.

What rights will the shares carry?

The Shares to be issued under the SPP will be ordinary shares and rank equally with all other ordinary shares on issue in Castle.

Class order relief

The offer of Shares under the SPP is made in accordance with ASIC Class Order [02/831]. That Class Order grants relief from the requirement to prepare a disclosure document for this offer.

Other relevant matters

If you apply to participate in the SPP:

- your application, on these terms and conditions, will be irrevocable and unconditional;
- you warrant that you are an eligible to participate in the SPP;

- you certify that you have not applied for Shares with an aggregate application price in excess of \$5,000 under the SPP or any similar arrangements in the 12 months prior to your application, even if you have received more than one offer from Castle or an offer in more than one capacity under the SPP;
- you acknowledge that Castle has not provided you with investment advice or financial product advice; and
- you acknowledge that you are lawfully permitted to accept the offer to acquire shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your shares are situated.
- this document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Distribution of this SPP outside Australia and New Zealand may be restricted by law and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.
- these terms and conditions are governed by the laws in force in Western Australia and are to be interpreted in accordance with their spirit, intention and purpose.

Binding terms

By accepting the offer to acquire Shares under the SPP, you agree to be bound by these terms and conditions, and by Castle's constitution.

Do you require further information?

For further information on the SPP, please contact Castle's corporate advisor:

DWCorporate
23 Altona Street
WEST PERTH WA 6005

Telephone: (08) 9481 7288

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SHARE PURCHASE PLAN APPLICATION FORMTHIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT,
PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.**CASTLE MINERALS LIMITED**

ABN: 83 116 095 802

Registered Office:
23 ALTONA STREET
WEST PERTH WA 6005

Share Registry:
Security Transfer Registrars Pty Ltd

All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway, APPLECROSS WA 6153
T: (08) 9315 2333 F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Holder_Name» CDT 5
 «Address_Line_1»
 «Address_Line_2» CDT
 «Address_Line_3»
 «Address_Line_4» «TY»«Holder_No»
 «Address_Line_5»

Record Date: 30 January 2009

NON-RENOUNCEABLE OFFER CLOSING AT 5.00PM WDST ON 16 FEBRUARY 2009

TO THE DIRECTORS, CASTLE MINERALS LIMITED

I/We, the above mentioned, wish to apply for the number of new fully paid ordinary shares as indicated below at an issue price of \$0.10 per share which will be issued in accordance with the Castle Minerals Limited Share Purchase Plan and the Constitution of the Company.

(Please indicate your choice by marking ONE box only)

	Total Subscription Amount	Number of Shares	Issue Price
Offer A – maximum amount <input type="checkbox"/>	\$5,000	50,000	\$0.10
Offer B <input type="checkbox"/>	\$4,000	40,000	\$0.10
Offer C <input type="checkbox"/>	\$3,000	30,000	\$0.10
Offer D <input type="checkbox"/>	\$2,000	20,000	\$0.10

I/We enclose my/our payment of \$0.10 for each new fully paid ordinary share applied for. I/We hereby authorise you to place my/our name(s) on the register of members in respect of the new fully paid shares allotted to me/us and I/we agree to be bound by the Company's Constitution and the terms of the Castle Minerals Limited Share Purchase Plan.

I/We hereby agree to accept any lesser number of new shares than the number of new shares applied for; and

I/We hereby certify that the amount of shares subscribed for by me/us pursuant to the Castle Minerals Limited Share Purchase Plan (being a maximum of \$5,000 worth of shares) does not exceed \$5,000, taking into account the shares the subject of this application and any other shares applied for by me/us under the SPP or any similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

Limitation on Participation

The maximum subscription limitation of \$5,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under separate share accounts).

Please provide a daytime (business hours) telephone number so that we can contact you if we have any questions.

Telephone Number

Contact Name

LODGE YOUR APPLICATION AS SOON AS POSSIBLE

NOTE: Return of the completed application form, together with your cheque(s) for the application monies, will constitute your offer to subscribe for new shares in the Company, and your acceptance of the Terms and Conditions of the Castle Minerals Limited Share Purchase Plan.

This Share Purchase Plan Application Form with your payment must be lodged with the Share Registry or mailed in the return addressed envelope provided, and must be received not later than 5.00pm WDST on 16 February 2009.

Share Registry Use Only

Ref: <Unique Ref 01>

SHARE PURCHASE PLAN APPLICATION FORM
THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT,
PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.

CASTLE MINERALS LIMITED

ABN: 83 116 095 802

CERTIFICATION

By completing and returning this Application Form, with my cheque(s) for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of Castle Minerals Limited Share Purchase Plan;
2. Agree to be bound by the terms of the Castle Minerals Limited Share Purchase Plan and the Company's Constitution.
3. Agree to accept any lesser number of new shares than the number of new shares applied for; and
4. Certify that the amount of shares subscribed for by me/us pursuant to the Castle Minerals Limited Share Purchase Plan (being a maximum of \$5,000 worth of shares) does not exceed \$5,000, taking into account the shares the subject of this application and any other shares applied for by me/us under the SPP or any similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

INSTRUCTIONS TO COMPLETE APPLICATION FORM

• **Completion of Application Form**

If the amount owed is a different amount to the actual total of cheques included with this Application Form, the Company reserves the right to either reject your application or accept it in respect of the lesser of your indicated subscription amount or your actual payment total. Receipts for payment will not be issued.

Please complete all relevant sections of the Application Form using BLOCK LETTERS.

Please mark only ONE box equal to the subscription amount you are applying for.

Please see the instructions below under the heading "Payment" in relation to how you may pay for the new shares subscribed for.

• **How to Lodge your Application**

The completed Application Form, together with your payment for the full amount of new shares applied for; should be enclosed and returned in the return addressed envelope provided with this Application. **This must be received by Security Transfer Registrars or the Company by 5.00pm WDST on 16 February 2009.**

The Company's Share Registry is located at the addresses set out below:

Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

• **Payment**

You may pay for the new shares applied for by cheque. Cash payment will not be accepted.

Payments must be made in Australian Currency and cheque(s) must be drawn on an Australian Bank.

Cheque(s) must be made payable to "CASTLE MINERALS LIMITED" and crossed "not negotiable". Cheque(s) not properly drawn may be rejected. Cheques will generally be deposited on the day of receipt. If cheque(s) are dishonoured the application will be rejected.

• **Limitation on Participation**

The maximum subscription limitation of \$5,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under separate share accounts).