FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

ROCTEST LTD. (“ROCTEST”)
665 Pine
St-Lambert, Québec
J4P 2P4

Item 2. Date of Material Change

May 8, 2006.

Item 3. Press Release

A press release reporting the material change was issued by Roctest on May 8, 2006, a copy of which is attached as Schedule A.

Item 4. Summary of Material Change

Roctest has announced that it has signed a share purchase agreement dated May 4, 2006 (“Share Purchase Agreement”) for a proposed acquisition of Smartec SA (“Smartec”), a privately held Swiss company specializing in the development, production and distribution of measurement and structural health monitoring systems based on fiber optics, GPS technologies and related services. The total purchase price is equal to 2,130,000 Swiss Francs (CHF) (approximately $1,890,000 CDN).

Item 5. Full Description of Material Change

Roctest has announced that it has signed the Share Purchase Agreement for a proposed acquisition of Smartec, a privately held Swiss company specializing in the development, production and distribution of measurement and structural health monitoring systems based on fiber optics, GPS technologies and related services. The total purchase price is equal to 2,130,000 Swiss Francs (CHF) (approximately $1,890,000 CDN) to be paid by Roctest to the shareholders of Smartec as follows:

- 1,030,000 CHF payable cash at closing;

- 1,000,000 CHF payable by the issuance of 360,000 common shares of Roctest;

- 100,000 CHF to be held in escrow and to be paid 24 months after closing, subject to outstanding claims for breaches of representations and warranties set forth in the Share Purchase Agreement.

The proposed acquisition is expected to close before the end of the second quarter. Closing is conditional upon the completion of satisfactory due diligence investigation and the satisfaction of other customary conditions.

The shareholders of Smartec have agreed not to transfer any common shares of Roctest to be received as part of the acquisition for a period of six months following closing and thereafter to only sell such common shares in an orderly fashion in accordance with conditions contained in the Share Purchase Agreement.

The full particulars of the terms and conditions of the acquisition can be found in the Share Purchase Agreement, a copy of which was filed on the date hereof on SEDAR.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Mr. François Cordeau,
President and Chief Executive Officer
Tel: (450) 465-1113

Item 9. Date of Report

DATED this 11th day of May, 2006.

SCHEDULE A

PRESS RELEASE
For immediate release

ROCTEST ANNOUNCES PROPOSED ACQUISITION

St-Lambert, Quebec, May 8, 2006 – Roctest Ltd. (TSX: RTT) announces that it has signed today a share purchase agreement for a proposed acquisition of Smartec SA, a privately held Swiss company specializing in the development, production and distribution of measurement and structural health monitoring systems based on fiber optics, GPS technologies and related services. The total purchase price is equal to 2,130,000 Swiss Francs (CHF) (approximately $1,890,000 CDN) to be paid by Roctest to the shareholders of Smartec as follows:

- 1,030,000 CHF payable cash at closing;
- 1,000,000 CHF payable by the issuance of 360,000 common shares of Roctest;
- 100,000 CHF to be held in escrow and to be paid 24 months after closing, subject to outstanding claims for breaches of representations and warranties set forth in the share purchase agreement.

The proposed acquisition is expected to close before the end of the second quarter. Closing is conditional upon the completion of satisfactory due diligence investigation and the satisfaction of other customary conditions.

The shareholders of Smartec have agreed not to transfer any common shares of Roctest to be received as part of the acquisition for a period of six months following closing and thereafter to only sell such common shares in an orderly fashion in accordance with conditions contained in the share purchase agreement.

«The acquisition of Smartec will position Roctest as the only manufacturer of measuring instruments for the geotechnical and civil engineering markets to offer a complete set of technologies and solutions to meet the requirements of our customers» declared Mr. Francois Cordeau, President & CEO of Roctest Ltd. Smartec has instrumented over 100 projects in more than 20 countries using advanced structural monitoring systems based on fiber optic sensors (SOFO system based on low-coherence interferometry using long-gage sensors, MuST system based on Fiber Bragg Gratings, DiTeSt system based on Brillouin scattering effect and DiTemp system based on Raman scattering effect, both using distributed sensors) and other advanced techniques (3DeMoN system based on GPS technology).

«We are also gaining some highly experienced employees that will contribute significantly to our vision as well as a complementary sales channel in some areas. Moreover, some of Smartec's products will also be deployed in industrial applications through our subsidiary FISO. We are very excited to have Smartec join the group and we look forward to a lasting relationship with their customers. We expect this acquisition to be accretive within the first year» added Mr. Francois Cordeau. Smartec will continue to operate from Manno, Switzerland.

Forward-Looking Statements

Except for historical information provided herein, the press release may contain information and statements of a forward-looking nature concerning the future performance of the Company. These statements are based on suppositions and uncertainties as well as on management's best possible evaluation of future events, and as such involve a number of risk factors. Such factors may include, without excluding other considerations, risks related to foreign exchange fluctuations, evolution in customer demand for the Company's products and services, the impact of price pressure from competitors and general market trends, economics and geopolitical changes. A more complete discussion of the risks and uncertainties facing the Company appears in Roctest's 2005 Annual Report under Management's Discussion and Analysis of Operating Results and Financial Position for fiscal 2005 and the 2005 Annual Information Form available at www.sedar.com. As a result, readers are advised that actual results may differ from expected results. The Company is not required to update or revise publicly its forward-looking statements.

About Roctest

Roctest designs, manufactures and markets sensors and high-precision measuring instruments for the civil engineering, energy, healthcare and industrial control markets. The Company is recognized for its leading-edge technology, the quality of its technical expertise and its products development capabilities for challenging and demanding environments. Its products are mainly sold internationally. The Company has more than 140 employees and its shares are listed on the Toronto Stock Exchange under the symbol RTT.

About Smartec

Smartec is a leading developer, producer and distributor of measurement and structural health monitoring systems that set standards for innovation, quality, ease of use and durability. Smartec supports and trains its customers in the design, installation and use of monitoring systems, as well as in the management and analysis of the resulting data. Its domains of expertise cover civil and geotechnical engineering, structural engineering, the oil and gas industries, and energy distribution.

-30-

Information:

François Cordeau
President and Chief Executive Officer
Roctest Ltd
Tel: (450) 465-1113
info@roctest.com
www.roctest.com

SMARTEC
Nicoletta Casanova
President and Chief Executive Officer
Tel: +41 91 610 18 00
Email: casanova@smartec.ch
www.smartec.ch