FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

ROCHESTER RESOURCES LTD. (the "Issuer")
#400 – 535 Howe Street, Vancouver, BC, V6C 2Z4
Phone: (604) 484-6614

2. Date of Material Change

May 3, 2006

3. Press Release

The press release was released on May 3, 2006 through various approved public media and filed with the TSX Venture Exchange and the British Columbia, Alberta and Saskatchewan Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Officer

Douglas Good, President & CEO
Phone: (604) 484-6614

9. Date of Report

May 3, 2006.

ROCHESTER RESOURCES LTD.

400 – 535 Howe Street, Vancouver, British Columbia, V6C 2Z4
Phone: (604) 484-6614 Fax: (604) 688-3348
TSX Venture: RCT OTCBB: RCTFF

NEWS RELEASE **May 3, 2006**

ROCHESTER CLOSES CANACCORD FINANCING AND PROCEEDS AGRESSIVELY WITH ITS 2006 MINE DEVELOPMENT AND EXPLORATION PROGRAM

Vancouver, Canada – Rochester Resources Ltd. (TSXV: RCT and OTCBB: RCTFF):
The Company is pleased to announce that it has closed the short form offering financing of $720,000 with Canaccord Capital Corporation ("Canaccord") acting as agent as previously announced on February 21, 2006. The offering consisted of 1,000,000 units ("Units") with each Unit consisting of one common share and one Warrant. Each Warrant entitles the holder to acquire one additional common share at an exercise price of $0.80 per share until May 3, 2008. Cash commissions, agent warrants and corporate finance fees as set out in the February News Release were paid to Canaccord. The net proceeds received by the Company from this offering, along with the proceeds from the exercise of any of the up to 2,725,000 warrants at $0.65 expiring on May 7, 2006, will be used to fund on-going work programs on the Company's Mina Real Property, to fund new property investigations and acquisitions, and for general working capital purposes.

An aggressive exploration and development work program is now underway and management expects that the road extension to the Tajos Cuates vein structure should be completed and the Phase 1 drill program on the Mina Real Property commenced by mid-May 2006. Drift development at the Florida mine site of the Mina Real Property has commenced and is progressing at the rate of approximately 5 meters per day in each of two adits.

Management expects to complete the executive planning and approval process for the construction of up to a 300 ton/day conventional milling operation by the end of May 2006 and to commence construction of the mill and related infrastructure shortly thereafter, subject to receipt of final environmental approvals and equipment availability.

Negotiations are also underway to acquire additional advanced mineral properties in the area.

ON BEHALF OF THE BOARD

"Douglas Good"
Douglas Good, President & CEO

Investor information contact:

Douglas Good
Tel: (604) 484-6614