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 24, 2007

3. Press Release

The press release was released on May 24, 2007 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

June 4, 2007.

Rochester RESOURCES LTD.

TSX Venture: RCT
OTCBB: RCTFF
Frankfurt: R5I

Suite 400, 535 Howe Street, Vancouver, British Columbia, V6C 2Z4 ♦ Phone: 604.484.6614 ♦ Fax: 604.688.3348

NEWS RELEASE **May 24, 2007**

ROCHESTER'S MINA REAL MILL RESUMES PRODUCTION

Vancouver, Canada - Rochester Resources Ltd. (TSXV: RCT; OTCBB: RCTFF and Frankfurt: R5I): The Board of Directors is pleased to advise that it has received the necessary approvals and recommenced milling operation at its Mina Real Gold/Silver Mine in the State of Nayarit, Mexico.

"With the completion of the modifications to the pregnant solution pumping and piping systems and the additional capacity implemented in the grinding section, we are now in an excellent position to meet, and possibly exceed, our initial target of 200 tonnes/day with 80% grind passing 100 mesh and recovery of 90%+ for gold." Commented Dr. Alfredo Parra, President. "Agreement in principal has also been reached with the regulatory authorities to develop a new tailings pond in the vicinity of the mill which will ensure the necessary capacity to implement a sustained increase in milling capacity above the current 200 tonne/day design."

Rochester represents a pure-play into the exploration and development of gold and silver properties located in Mexico. With grades reported in 2007 ranging all the way from an average of 12.1 grams/tonne gold and 209 grams/tonne of silver over 775 metres of drift development, to 30.8 grams/tonne of gold and 212 grams/tonne of silver over eleven continuous samples taken from approximately 20 metres of ramp development within the vein system, the Mina Real Mine could certainly be considered a "high-grade" gold/silver deposit.

Dr. Alfredo Parra, the company's President, has an extensive background in mining exploration and operations, including senior management level positions with major Mexican based corporations such as CIA Minera Penoles and Kennecott. Dr. Parra is currently the Company's in-house Qualified Person and QP Member of the Mining and Metallurgical Society of America with special expertise in Mining.

Rochester's key operating personnel are highly skilled and credentialed Mexican citizens with the ability to identify and negotiate the acquisition of other advanced exploration and development properties in the region. Operating management has strong support from an active board of consulting directors with extensive experience in mining, milling and exploration.

ON BEHALF OF THE BOARD

"Douglas F. Good"
Douglas F. Good, Chairman

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Forward Looking Statements

This Company Press Release contains certain "forward-looking" statements and information relating to the Company that are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations, competitive factors, general economic conditions, customer relations, relationships with vendors and strategic partners, the interest rate environment, governmental regulation and supervision, seasonality, technological change, changes in industry practices, and one-time events. In addition, the Company has not conducted an independent feasibility study on the Mina Real project which may increase the risk that the planned operations are not economically viable. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein.The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or the accuracy of this release..