

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

Oroco Resource Corp. (the "Company")
789 – 999 West Hastings Street
Vancouver, British Columbia V6C 2W2

2. **DATE OF MATERIAL CHANGE**

July 31, 2009

3. **NEWS RELEASE**

News release was disseminated through the facilities of Marketwire and Stockwatch.

4. **SUMMARY OF MATERIAL CHANGE**

The Company announced that it had closed on the second and final tranche of a private placement financing.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

See attached news release dated August 4, 2009.

6. **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

7. **OMITTED INFORMATION**

N/A

8. **EXECUTIVE OFFICER**

Kenneth Thorsen
President & Chief Executive Officer
Tel: 604-688-6200

9. **DATE OF REPORT**

August 4, 2009

SCHEDULE "A"

August 4, 2009

NEWS RELEASE FOR IMMEDIATE RELEASE:

OROCO RESOURCE CORP. ANNOUNCES CLOSING OF PRIVATE PLACEMENT

VANCOUVER, BRITISH COLUMBIA--(Marketwire – August 4, 2009) - Oroco Resource Corp. ("**Oroco**" or "the **Company**") is pleased to announce the closing of the second and final tranche of 700,000 units of a non-brokered private placement (the "Private Placement") at a price of \$0.15 per unit. Each unit consists of one common share and one transferable common share purchase warrant exercisable into one additional common share for a period of nine months at a price of \$0.25 per share. All securities issued in this financing will be subject to a hold period which for this tranche will expire on December 1, 2009.

Together with subscriptions from the first tranche, the closing of which was previously announced, the total offering of 6,500,000 units is now complete.

In connection with this tranche of the Private Placement, the Company is paying General Research GmbH 39,000 "Finders Units," wherein each Finders Unit is comprised of one common share of the Company and one warrant exercisable for one year at \$0.40.

For further information, please contact:

Mr. Ken Thorsen, President and CEO
Oroco Resource Corp.

Tel: 604-688-6200

www.orocoresourcecorp.com

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