

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF COMPANY

Atocha Resources Inc.
(the "Company")
609-475 Howe Street
Vancouver, BC V6C 2B3

ITEM 2 DATE OF MATERIAL CHANGE

July 10, 2009

ITEM 3 PRESS RELEASES

Issued: July 10, 2009 at Vancouver, BC via Stockwatch

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company completed a private placement of \$100,000 consisting of 1,000,000 units at a price of \$0.10. Each unit consists of 1 common share and will include 1 non transferable warrant at a price of \$0.10 for a period of one year.

The Company also granted 650,000 options exercisable at \$0.12 for a period of two years to Directors and Consultants of the Company.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

See Schedule "A"

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

This report is not being filed on a confidential basis.

ITEM 7 OMITTED INFORMATION

There are no significant facts required to be disclosed herein which has been omitted.

ITEM 8 EXECUTIVE OFFICER

Contact: A. Salman Jamal
Telephone: (604) 696-1111

ITEM 9 DATE OF REPORT

DATED at Vancouver, BC this 10th day of July, 2009.

"A. Salman Jamal"

A. Salman Jamal
President

Schedule A

Atocha Announces Options and Closes Private Placement

July 10, 2009 – Vancouver, British Columbia – Atocha Resources Inc. (the “**Company**” or “**Atocha**”) is pleased to announce that it has completed its private placement of 1,000,000 units (the “**Units**”) to Insiders of the Company and various investors at a price of \$0.10 per Unit for total proceeds of \$100,000. Each Unit will consist of one common share (a “Common Share”) of the Company and one warrant (a “Warrant”). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.10 for a period of one year from the closing of this private placement.

The insiders of Atocha subscribed for 65% of the placement. A. Salman Jamal acquired 450,000 units and now holds 9.12% of the outstanding shares of the Company. Jo Shearer acquired 50,000 units and now holds 7.75% of the outstanding shares of the Company. Marcy Kiesman also participated and acquired 150,000 units and holds 3.43% of the outstanding shares of the Company. The balance of the 350,000 units was acquired by various investors.

The private placement is subject to acceptance by the TSX Venture Exchange.

The Company intends to use the proceeds from the private placement for exploration of its McGillivray Property and general corporate overhead purposes.

The Company has granted 650,000 two year options to Directors and Consultants exercisable at \$0.12 until July 9, 2011. The newly granted options are subject to TSX Venture Exchange vesting provisions if applicable.