

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF COMPANY

Atocha Resources Inc.
(the "Company")
2300-1066 West Hastings Street
Vancouver, BC

ITEM 2 DATE OF MATERIAL CHANGE

June 29, 2010

ITEM 3 PRESS RELEASES

Issued: June 29, 2010 at Vancouver, BC via SEDAR

ITEM 4 SUMMARY OF MATERIAL CHANGE

A Director resigned from 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: Marcy Kiesman
Telephone: (604) 696-1111

ITEM 9 DATE OF REPORT

DATED at Vancouver, BC this 29th day of June, 2010.

"Marcy Kiesman"
Marcy Kiesman
President

Schedule A

Atocha Receives Assay Results on Yukon Property

June 29, 2010 - Vancouver, British Columbia, CANADA – Atocha Resources Inc., (the Company), TSX.V – ATT is pleased to announce it has completed the exploration on its Yukon Strike 101-114 gold project near Dawson, Yukon Territory and received results for 58 soil samples collected earlier in June. The well-located 14-lode quartz mineral claims are located in proximity to the White Gold property held by Underworld Resources, approximately 20 kilometres from Underworld's White Gold discovery.

Soil geochemistry, particularly for gold, was utilized by Underworld and the original vendor of the White Gold property to outline the mineralized area which has become the White Gold discovery.

Samples were delivered to the newly opened ALS-Chemex prep facility in Whitehorse. Gold values range from <0.005ppm (detection limit) up to 0.030ppm Au. The areas of higher values above 0.015ppm Au are associated with slightly elevated Barium. Further evaluations will be by follow-up soil profiles and prospecting.

The program is carried out under the supervision of J. T. Shearer, M.Sc., P.Geo., the Qualified person as defined by National Instrument 43-101.

The Company also reports that Mr. Jo Shearer has resigned as a Director of the Board effective June 26th, 2010 due to personal time constraints. Mr. Shearer will continue to act as the Qualified Person for the Company as defined by National Instrument 43-101.