RODOCANACHI CAPITAL INC.
MATERIAL CHANGE REPORT

Pursuant to: Part 7 of National Instrument 51-102.

Item 1. Reporting Issuer:

Rodocanachi Capital Inc.
1002, Sherbrooke West St., 28th Floor
Montreal (QC) H3A 3L6

Item 2. Date of Material Change:

August 27, 2009

Item 3. Press release:

A news release announcing the material change referred to in this report was issued through Marketwire on August 27, 2009.

Item 4. Summary of Material Change:

Rodocanachi Capital Inc. (the "Corporation"), a Capital Pool Company announced that it has completed, through Jones, Gable & Company Limited (the "Agent"), its initial public offering for 5,000,000 Class "A" common shares (the "Common Shares"), at an offering price of $0.10 per Common Share for total gross proceeds of $500,000, the whole pursuant to a final prospectus dated July 23, 2009 filed with the securities commissions of the provinces of Ontario and Quebec. Following closing of the public offering, 7,800,000 Common Shares of the Corporation are issued and outstanding. In connection with the public offering, the Corporation paid the Agent a cash commission of $50,000 and granted the Agent an option entitling the Agent to acquire an aggregate of up to 500,000 common shares (the "Agents Options") at an exercise price of $0.10 per share. The Agent's Option will expire 24 months from the date the Common Shares are listed on the TSX Venture Exchange (the "Exchange").

The Corporation also granted stock options to each of its six (6) directors entitling each of them to purchase up to 130,000 Common Shares at a price of $0.10 per Common Share, for an aggregate number of 780,000 stock options representing 10% of the issued and outstanding Common Shares, the whole in accordance with terms and conditions of the Stock Option Plan of the Company and the Exchange's rules.

Item 5. Full Description of Material Change:

The full description of the material change is contained in the attached press release, which forms an integral part of this notice of material change.

Item 6. Reliance on: Sections 7.1(2) and (3) of *National Instrument* 51-102

Not Applicable

Item 7. Omitted Information:

No information has been omitted in respect of the material change.

Item 8. Senior Officers:

Further information with respect to the material change described in this material change report may be obtained from:

Rodocanachi Capital Inc

Richard Besner

President and Chief Executive Officer

(514) 824-5434

Item 9. **DATED** at Montreal, Quebec, this 28th day of August, 2009.

RODOCANACHI CAPITAL INC /
CAPITAL RODOCANACHI INC.

PRESS RELEASE

NOT FOR DISTRIBUTION IN THE UNITED STATES OR THROUGH UNITED STATES WIRE SERVICES

FOR IMMEDIATE RELEASE

TSX VENTURE SYMBOL: ROD.P

AUGUST 27, 2009

RE : CLOSING OF INITIAL PUBLIC OFFERING AND LISTING ON THE TSX VENTURE EXCHANGE

MONTREAL – QUEBEC – Rodocanachi Capital Inc. (the "Corporation"), a Capital Pool Company, is pleased to announce that it has completed, through Jones, Gable & Company Limited (the "Agent"), its initial public offering for 5,000,000 Class "A" common shares (the "Common Shares"), at an offering price of $0.10 per Common Share for total gross proceeds of $500,000, the whole pursuant to a final prospectus dated July 23, 2009 filed with the securities commissions of the provinces of Ontario and Quebec. Following closing of the public offering, 7,800,000 Common Shares of the Corporation are issued and outstanding. In connection with the public offering, the Corporation paid the Agent a cash commission of $50,000 and granted the Agent an option entitling the Agent to acquire an aggregate of up to 500,000 common shares (the "Agents Options") at an exercise price of $0.10 per share. The Agent's Option will expire 24 months from the date the Common Shares are listed on the TSX Venture Exchange (the "Exchange").

The gross proceeds received by the Corporation from the public offering will be used, after deducting the expenses incurred for the public offering, to identify and evaluate a limited number of assets and businesses for the completion of a Qualifying Transaction, as defined in the Exchange's Policy 2.4.

The Common Shares will be listed and posted for trading on the Exchange shortly, upon delivery of satisfactory documentation to the Exchange and the issuance of the Exchange's bulletin approving the listing. The Corporation's trading symbol is ROD.P.

The Corporation also granted stock options to each of its six (6) directors entitling each of them to purchase up to 130,000 Common Shares at a price of $0.10 per Common Share, for an aggregate number of 780,000 stock options representing 10% of the issued and outstanding Common Shares, the whole in accordance with terms and conditions of the Stock Option Plan of the Company and the Exchange's rules.

For further information, please contact Mr. Richard Besner, President and Chief Executive of the Corporation at (514) 824-5434.