RODOCANACHI CAPITAL INC.

MATERIAL CHANGE REPORT

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

Item 1. Reporting Issuer:

Rodocanachi Capital Inc.
1002, Sherbrooke Street West, 28th Floor
Montreal, Québec H3A 3L6

Item 2. Date of Material Change:

November 3rd, 2009

Item 3. Press release:

A news release announcing the material change referred to in this report was issued through SEDAR and Marketwire on November 3rd, 2009.

Item 4. Summary of Material Change:

Rodocanachi Capital Inc. ("Rodocanachi" or the "Company") (TSX-V: ROD.P) announces that it has entered into an agreement in principle dated October 31, 2009 (the "Agreement") with Golden Moor Inc. to acquire its issued and outstanding shares. This acquisition, along with the Proposed Financing (as defined below), would constitute the Company's qualifying transaction (the "Qualifying Transaction") under Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Qualifying Transaction would not constitute a Non-Arm's Length Qualifying Transaction under the Exchange's policies and will not be subject to approval by the Company's shareholders.

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 Inc.
Richard Besner
President and Chief Executive Officer
+1 (514) 824-5434

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

Rodocanachi Capital Inc. Announces Proposed Qualifying Transaction with Golden Moor Inc.

FOR IMMEDIATE RELEASE

Montreal, Quebec, November 3, 2009 – Rodocanachi Capital Inc. ("Rodocanachi" or the "Company") (TSX-V: ROD.P) announces today that it has entered into an agreement in principle dated October 31, 2009 (the "Agreement") with Golden Moor Inc. (the "Target" or "Golden Moor") to acquire the Target's issued and outstanding shares. This acquisition, along with the Proposed Financing (as defined below), would constitute the Company's qualifying transaction (the "Qualifying Transaction") under Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Qualifying Transaction would not constitute a Non-Arm's Length Qualifying Transaction under the Exchange's policies and will not be subject to approval by the Company's shareholders.

The Target Company

The Target is a privately held corporation that commercializes therapeutic muds. It is incorporated under the *Business Corporations Act* (Ontario) and controlled by Marc Saint-Onge ("Mr. Saint-Onge") of Casselman, Ontario. The resulting issuer from the Qualifying Transaction (the "Resulting Issuer") will operate in the industrial sector. The Target was founded in 1987 and is based in Casselman. Its activities consist of developing, producing and distributing "moor mud," which is extracted from a bog in the Casselman area and is exported to Europe, Asia and Oceania. The mud is hydrosoluble, liposoluble, holds a high level of humic acid, salicylates, phytohormones, and has a pH balance of approximately 5.5.

The Target's share capital consists of an unlimited number of class A common shares (the "Common Shares"), class B preferred shares and class C preferred shares, of which only 6,000,000 Common Shares are issued and outstanding. The Target's main shareholder is Mr. Saint-Onge, who holds 94.1% of the Target's issued and outstanding Common Shares.

The Target's unaudited financial statements for the fiscal year ended August 31, 2009 show that at that date, it held $504,174 in assets ($204,742 of which were short-term) against $375,084 in liabilities ($163,622 of which were short term). Its sales totalled $1,109,046, while its cost of sales was $632,233 and its operating expenses totalled $413,433. It incurred a net loss of $5,536 for that period.

The Proposed Qualifying Transaction

Under the Agreement, Rodocanachi will acquire the Target's Common Shares by issuing to Golden Moor's shareholders a total of 60,000,000 common shares of the Company at a price of $0.10 per share and 60,000,000 common share purchase warrants, each entitling the holder to subscribe for one common share of Rodocanachi at a price of $0.15 during the 60 months following its issuance (the "Acquisition Price").

The Acquisition Price is subject to an estimate of Golden Moor's fair market value prepared by a chartered business valuator accredited by the Canadian Institute of Chartered Business Valuators; the Acquisition Price must fall within the range provided by the estimate of the fair market value of Golden Moor's business. The Qualifying Transaction is also subject to a customary due diligence review by both parties.

Under the Agreement, all of Rodocanachi's directors except for Richard Besner will resign before the Resulting Issuer's common shares begin trading on the Exchange, unless Golden Moor and a particular director of the Company otherwise agree.

The Proposed Private Placement

Concurrently with the Qualifying Transaction, Rodocanachi will conduct a non-brokered private placement (the "Proposed Financing") in the minimum amount of $500,000 (being 5,000,000 units at a price of $0.10 per unit) and the maximum amount of $1,000,000 (being 10,000,000 units at a price of $0.10 per unit). Each unit will be comprised of one common share and one common share purchase warrant entitling the holder to subscribe for one common share of the Resulting Issuer at a price of $0.15 during a period of 24 months following its issuance.

Sponsorship

The Qualifying Transaction will be subject to Exchange Policy 2.2 on sponsorship and sponsorship requirements. The Company expects to retain Jones, Gable & Company Limited to act as sponsor for the Qualifying Transaction under a sponsorship agreement to be entered into shortly. An agreement to sponsor should not be construed as any assurance with respect to the merits of the Qualifying Transaction or the likelihood of completion.

The Proposed Finder's Fee

Upon closing of the Qualifying Transaction, the Resulting Issuer shall pay a finder's fee to Mr. Réjean Morin (the "Finder") as follows: (a) as consideration for the Finder's efforts in completing the acquisition of the Target, 3,150,000 shares and (b) as consideration for the Finder's efforts in completing the Proposed Financing, a cash amount equal to 5% of the proceeds of the Proposed Financing, a number of shares equal to 10% of the number of shares issued under the Proposed Financing and a number of warrants (each entitling the holder to subscribe for one common share at a price of $0.15 during the 60 months following its issuance) equal to 25% of the number of shares issued under the Proposed Financing.

Insiders of the Resulting Issuer

Following the Qualifying Transaction, the following persons will be directors of the Resulting Issuer:

Marc Saint-Onge, director, president and chief executive officer, has spent 24 years on the research and development of the use of peat mud in the health and natural products industry. As an orthotherapist and a herbalist, he maintains his own health center and treats patients with musculoskeletal challenges. Since 1987, he has founded three clinics in the Ottawa region as well as the Canadian Orthotherapy College, which trains students to become specialists in massage and orthotherapy. Mr. Saint-Onge is the founder of Golden Moor, a business specialized in the manufacture of natural products based on peat mud and its key ingredient, humic acid. Since then, he has exported to 13 countries and given presentations educating his audiences on natural medicine.

Jean-Pierre Charbonneau, director, secretary and treasurer, joined the management team at Golden Moor in 2001 as the Operation Manager. Later that year, he became

Golden Moor’s controller. In January 2009, he became General Manager and is a member of the team working on developing Golden Moor’s business development vision.

Francine Turpin, director, spent 19 years managing several Pantorama clothing stores and oversaw the efficient management of six branch stores in the province of Quebec. Ms. Turpin joined Golden Moor in 2006. Starting as a customer relation officer, she then became involved in the creative design department. She is now actively participating in the creation and development of Golden Moor’s marketing group.

Richard Besner, director, obtained a certificate in company direction from McGill University in May 2005, and has also been an electronics technician since 1965. Mr. Besner was a director of Ace Security Laminates Corporation from October 2005 to March 2006. Previously, Mr. Besner was Vice-President of Sales of Service Optimal from September 2003 to April 2004 and President of RBA Inc. from February 1980 to September 2003.

The Resulting Issuer’s officers will be Mr. Saint-Onge (President and Chief Executive Officer) and Jean-Pierre Charbonneau (Secretary and Treasurer). Its Chief Financial Officer will be determined as soon as possible.

The Company and the Target have agreed that trading in the Company’s shares will not resume prior to the completion of the Qualifying Transaction.

Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative. The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

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For Further Information Please Contact:

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Golden Moor Inc.
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