

RODOCANACHI CAPITAL INC.

FORM 51-102F3

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

- Item 1. Name and Address of the Company:**
Rodocanachi Capital Inc. (the “**Issuer**”)
1002 Sherbrooke Street West, 28th Floor
Montreal, Québec H3A 3L6
- Item 2. Date of Material Change:**
October 11th, 2011
- Item 3. Press release:**
On October 11th, 2011, a news release in respect of the material change was released through the facilities of Marketwire, Montreal.
- Item 4. Summary of Material Change:**
The material change is fully described in the Issuer’s press release which is attached as Schedule A, incorporated herein.
- Item 5. Full Description of Material Change:**
Please refer to item 4.
- 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. Executive Officer:**
Further information with respect to the material change described in this material change report may be obtained from:
Richard Besner
President and Chief Executive Officer
+1 (514) 824-5434
richard_besner@sympatico.ca
- Item 9. DATED** at Montreal, Quebec, this 12th day of October, 2011.

Schedule A

Rodocanachi Capital Inc. Announces Termination of Agreement with the Marcotte Group

FOR IMMEDIATE RELEASE

MONTREAL, QUEBEC--(Marketwire – October 11, 2011) – Rodocanachi Capital Inc. ("Rodocanachi" or the "Corporation") (TSX-V: ROD.P) a capital pool company, announced on August 2, 2011 that it had entered into an agreement in principle (the "Agreement") with the Groupe Marcotte, a Quebec-based group of prospectors and private investors involved in the mining exploration, to acquire the assets of the Marcotte Group (the "Transaction").

Rodocanachi's Board of Directors has determined that certain conditions were not satisfied and therefore it is not in the best interest of the Corporation to pursue the Transaction. On October 11, 2011, Rodocanachi gave written notice of termination of the Agreement.

Rodocanachi's Board of Directors will continue to work to identify and complete a suitable transaction for Rodocanachi's qualifying transaction.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For Further Information Please Contact:

Mr. Richard Besner
President and Chief Executive Officer
Rodocanachi Capital Inc.
(514) 824-5434

Mr. François Marcotte
Representative of the Marcotte Group
(450) 536-0279

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