

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

ROCHESTER RESOURCES LTD. (the “Company” or “Issuer”)
#1305 – 1090 W. Georgia Street
Vancouver, BC, V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

September 15, 2020

3. Press Release

The press release was released on September 15, 2020 through various approved public media and filed with the TSX Venture Exchange and the British Columbia, Alberta and Saskatchewan Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Officer

Nick DeMare, CEO
Phone: (604) 685-9316

9. Date of Report

September 18, 2020

News Release

ROCHESTER COMPLETES NON-BROKERED PRIVATE PLACEMENT

Vancouver, British Columbia – September 15, 2020: - Rochester Resources Ltd. (TSXV: RCT and Frankfurt: R5I) (the “Company”) is pleased to report that the Company has completed its private placement financing (the “**Private Placement**” or “**Financing**”), announced in its news release dated August 10, 2020, by issuing a total of 12,500,000 common shares (the “**Shares**”) of the Company at a price of \$C\$0.05 per Share for gross proceeds of C\$125,000. The Shares issued are subject to a hold period under applicable Canadian securities laws, expiring on January 15, 2021. A finder’s fee of \$375 was paid on a portion of the financing. The proceeds raised from the Private Placement will be used for general working capital purposes.

Certain officers and/or directors of the Company participated in the Financing and purchased an aggregate of 1,850,000 Shares for aggregate gross proceeds of C\$92,500. The participation in the Financing by the officers and/or directors of the Company constitutes related party transactions pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the participation in the Private Placement in reliance on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the transaction does not exceed 25% of the Company’s market capitalization.

Early Warning Disclosure

Nick DeMare, Chief Executive Officer and a director of the Company, acquired beneficial ownership of, or control or direction over, a total of 1,200,000 Shares pursuant to the Private Placement.

Following the subscription of a total of 1,200,000 Shares, directly and indirectly, Mr. DeMare beneficially owns or has control or direction over a total of 3,706,069 Shares. Mr. DeMare does not own any convertible securities. As a result of the acquisition, Mr. DeMare’s beneficial ownership of, or control or direction over, the Shares increased from 12.02% to 15.87%.

Mr. DeMare acquired ownership of, and control and direction over, the securities that triggered the requirement to file an early warning report and the early warning disclosure in this news release pursuant to the subscription agreement entered into with the Company. Mr. DeMare acquired the securities of the Company for investment purposes only, and Mr. DeMare may increase or decrease his beneficial ownership or control of securities in the Company as circumstances arise.

For further information or to obtain a copy of the Early Warning Report filed by Mr. DeMare on SEDAR under Rochester’s profile, please contact Mr. DeMare at 1.604.685.9316.

ON BEHALF OF THE BOARD

“Nick DeMare”

CEO and Director

Neither the 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.