FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

September 24, 2008

3. Press Release

The press release was released on September 24, 2008 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, Chairman
Phone: (604) 685-9316

9. Date of Report

September 25, 2008

Rochester RESOURCES LTD.

TSX Venture: RCT
OTCBB: RCTFF
Frankfurt: R5I

#1305 - 1090 W. Georgia Street, Vancouver, British Columbia, V6E 3V7, Phone: 604.685.9316, Fax: 604.683.1585

NEWS RELEASE **September 24, 2008**

ROCHESTER CLOSES FINAL TRANCHE OF $1 MILLION PRIVATE PLACEMENT

Vancouver, Canada - Rochester Resources Ltd. (TSXV: RCT; OTCBB: RCTFF and Frankfurt: R5I): Mr. Nick DeMare, Chairman, is pleased to announce that Rochester Resources Ltd. (the "Company") has closed the final tranche of a brokered private placement (the "Private Placement") raising additional gross proceeds of $100,350 to the Company by issuing an aggregate of 223,000 units (each a "Unit") at a purchase price of $0.45 per Unit, a reduced purchase price from that which was originally announced by the Company. Each Unit consists of one common share of the Company and one-half of one transferable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into one additional common share of the Company for a period of 24 months from the closing of the Private Placement at an exercise price of $0.75 per share.

Canaccord Capital Corporation ("Canaccord") acted as the agent under the Private Placement and was paid a cash commission equal to 8% of the gross proceeds raised under the Private Placement. Canaccord also received non-transferable common share purchase warrants (each an "Agent's Warrant") in a number equal to 8% of the Units sold under the Private Placement. Each whole Agent's Warrant is exercisable into one additional common share of the Company for a period of 24 months from the closing of the Private Placement at an exercise price of $0.45 per share, a reduced exercise price from that which was originally announced by the Company.

All of the common shares and the Warrants issued to the purchasers and the Agent's Warrants issued to Canaccord are subject to a four month hold period which expires on January 25, 2009.

ON BEHALF OF THE BOARD

"Nick DeMare"
Nick DeMare, Chairman

Investor information contact:

Empire Communications Inc.
Tel: 1-877-541-6285
Website: www.rochesterresourcesltd.com

Forward Looking Statements

This Company Press Release may contain certain "forward-looking" statements and information relating to the Company that are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations, competitive factors, general economic conditions, customer relations, relationships with vendors and strategic partners, the interest rate environment, governmental regulation and supervision, seasonality, technological change, changes in industry practices, and one-time events. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein.