

ROCHESTER ENERGY CORP.

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Rochester Energy Corp. ("Rochester" or the "Corporation")
c/o 1250, 639 – 5th Ave. S.W.
Calgary, Alberta
T2P 0M9

Item 2. Date of Material Change

The material change occurred on March 15, 2007.

Item 3. News Release

A press release reporting the material change, a copy of which is attached hereto, was issued by the Corporation at Calgary, Alberta through CCN Matthews on March 8, 2007.

Item 4. Summary of Material Change

Rochester announced today that it has completed a previously announced and approved shares-for-debt transaction with certain current and former directors whereby \$191,550 owing by Rochester was satisfied by the issuance of 957,750 Units to those parties. Rochester also announced today that William A. Trickett has resigned from the Board of Directors of Rochester, effective immediately.

Item 5. Full Description of Material Change

Rochester announced today that it has completed a previously announced and approved shares-for-debt transaction with certain current and former directors whereby \$191,550 owing by Rochester was satisfied by the issuance of 957,750 Units to those parties. Each Unit is comprised of one common share and one common share purchase warrant exercisable at \$0.20 for a period of five years. For more particulars on this transaction, the reader is directed to Rochester's Management Information Circular dated May 16, 2004, which was filed on SEDAR.

Following this issuance, Rochester has 25,701,695 common shares issued and outstanding.

Rochester also announced today that William A. Trickett has resigned from the Board of Directors of Rochester, effective immediately.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Chief Executive Officer

Troy Mochoruk
Director and Chief Executive Officer
Rochester Energy Corp.

Telephone: (403) 618-8989

Item 9. Date of Report

Dated at Calgary, Alberta on March 16, 2007.