FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Rochester Energy Corp. ("Rochester" or the "Corporation")
200, 2139 – 4th Ave. N.W.
Calgary, Alberta
T2N 0N6

ITEM 2 Date of Material Change:

June 7, 2007

ITEM 3 News Release:

A news release was distributed via Filing Services Canada and filed via SEDAR on June 7, 2007.

ITEM 4 Summary of Material Change:

Rochester Energy Corp. (“Rochester” or the “Company”) announces the mutual termination of a contractual right of first refusal held by Research Capital Corporation (“Research”) pursuant to an Agency Agreement between Research and Rochester dated March 2, 2007. Research had acted as Rochester’s agent and financial advisor for the Company’s most recent equity financing, but agreed to forego its right to act as agent and financial advisor to Rochester for the remainder of this year in exchange for a one-time cash payment of $350,000. Rochester is actively pursuing other opportunities to partner with a financial advisor.

ITEM 5 Full Description of Material Change:

Please see attached press release.

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

Not Applicable

ITEM 7 Omitted Information:

Not Applicable

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Mr. Troy Mochoruk, Chief Executive Officer
Phone No.: (403) 618-8989
Fax No.: (403) 243-7298

ITEM 9 Date of Report:

DATED as of June 7, 2007.

The foregoing accurately discloses the material change referred to in this report.

ROCHESTER ENERGY CORP.

"*Morgan F. Tingle*"
Per: Morgan F. Tingle
Director and Corporate Secretary

ROCHESTER
ENERGY CORP.
200, 2139-4 Ave. N.W.
Calgary, Alberta T2N 0N6
Tel: 403-618-8989 Fax: 403-243-7298

Press Release

June 7, 2007

FOR IMMEDIATE RELEASE

Rochester Energy Corp. Announces Termination of Right of First Refusal with Former Advisor

Calgary, Alberta – Rochester Energy Corp. ("Rochester" or the "Company") announces the mutual termination of a contractual right of first refusal held by Research Capital Corporation ("Research") pursuant to an Agency Agreement between Research and Rochester dated March 2, 2007. Research had acted as Rochester's agent and financial advisor for the Company's most recent equity financing, but agreed to forego its right to act as agent and financial advisor to Rochester for the remainder of this year in exchange for a one-time cash payment of $350,000. Rochester is actively pursuing other opportunities to partner with a financial advisor.

Rochester's core business is the acquisition, exploration and development of its Christina and Mackenzie oil sands projects and its head offices are in Calgary, Alberta. Rochester is a reporting issuer in Alberta, British Columbia, and Ontario.

For further information, please contact:
Troy Mochoruk, Chairman and CEO
Phone: (403) 618-8989
Email: Troy.Mochoruk@rochesterenergy.com

This press release contains certain forward-looking statements. These statements are based on Rochester's current expectations and assumptions that could prove to be incorrect. The forward-looking statements are not guarantees of future performance and undue reliance should not be placed on them. Actual results may differ materially as a result of risks, uncertainties and other factors, such as: changes in the general economic, regulatory, industry, market and business conditions, fluctuations in commodity prices and currency exchange rates; the successful and timely implementation of growth projects; imprecision of reserve estimates; environmental risks; and competition from other industry participants. Also affecting the accuracy of any forward-looking statement is the availability of capital required to implement future operational plans, uncertainties resulting from potential delays or changes in plans, among others.