

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

ITEM 1 Name and Address of Company:

Rochester Energy Corp. ("Rochester" or the "Corporation")
Suite 1430, 504 – 5th Ave SW
Calgary, Alberta
T2P 0M2

ITEM 2 Date of Material Change:

August 14, 2008

ITEM 3 News Release:

A news release was distributed via Filing Services Canada and filed via SEDAR on August 14, 2008.

ITEM 4 Summary of Material Change:

The previously announced Amalgamation Agreement respecting the proposed merger of Rochester with Southern Pacific Resources Inc. has been terminated.

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) 705-0441

ITEM 9 Date of Report:

DATED as of August 15, 2008.

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

ROCHESTER ENERGY CORP.

 “Scott M. Reeves”
Per: Scott M. Reeves
 Corporate Secretary



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

Press Release

August 14, 2008

FOR IMMEDIATE RELEASE

**Rochester Energy Corp. Announces Termination of
Amalgamation Agreement with Southern Pacific Resources Inc.**

Calgary, Alberta, Canada – Rochester Energy Corp. ("Rochester" or the "Corporation"), listed on the TSX Venture Exchange under the trading symbol "ROH", announces that Southern Pacific Resources Inc. ("Southern Pacific") has terminated the previously announced Amalgamation Agreement respecting the proposed merger with Rochester Energy Corp.

Rochester's core business is the exploration and development of its Christina and Mackenzie oil sands projects. Rochester's head offices are in Calgary, Alberta and it 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

www.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.

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.