

**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:

October 29, 2008

ITEM 3 News Release:

October 29, 2008

ITEM 4 Summary of Material Change:

Rochester Energy Corp. ("Rochester" or the "Corporation"), listed on the TSX Venture Exchange under the trading symbol "ROH", announces that the board of directors of Rochester have accepted the resignations of Mr. Troy Mochoruk, Chief Executive Officer and a director of Rochester and Mr. Christopher Gulka, Chief Financial Officer of Rochester, effective immediately.

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:

Morgan Tingle, Interim CEO
Phone: (403) 870-4392
Email: mftingle@hotmail.com
www.rochesterenergy.com

ITEM 9 Date of Report:

DATED as of October 29, 2008.

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

ROCHESTER ENERGY CORP.

"Morgan F. Tingle"

Per: Morgan F. Tingle
Interim CEO



Suite #1250
639 – 5th Ave. SW
Calgary, Alberta T2P 0M9
Fax: 403-571-8008

Press Release

October 29, 2008

FOR IMMEDIATE RELEASE

Rochester Energy Corp. Announces Resignation of Senior Officers

Calgary, Alberta, Canada – Rochester Energy Corp. ("Rochester" or the "Corporation"), listed on the TSX Venture Exchange under the trading symbol "ROH", announces that the board of directors of Rochester have accepted the resignations of Mr. Troy Mochoruk, Chief Executive Officer and a director of Rochester and Mr. Christopher Gulka, Chief Financial Officer of Rochester, effective immediately.

Mr. Morgan Tingle, a current director of Rochester, has assumed the role of interim Chief Executive Officer of Rochester, also effective immediately. Mr. Tingle is currently operating his own consulting firm prior to which he was the Vice-President, Legal & Business Development for Lake Placid Group of Companies, a Calgary-based real estate development company. From November 2005 to March 2008, he was an associate with TingleMerrett LLP, a Calgary-based boutique corporate commercial law firm. Prior thereto, Mr. Tingle was an associate with Fasken Martineau DuMoulin LLP from February to November 2005 and with McCarthy Tetrault LLP from July 2002 to February 2005. Mr. Tingle served as Rochester's corporate secretary from February of 2006 to March 2008.

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:

Morgan Tingle, Interim CEO
Phone: (403) 870-4392
Email: mftingle@hotmail.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.