FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company:**

   Benchmark Energy Corp. ("**Benchmark**")
   260, 1414 8th Street S.W.
   Calgary, AB T2R 1J6

2. **Date of Material Change:**

   September 11, 2008

3. **Press Release:**

   A news release was issued by Benchmark on September 11, 2008 through the facilities of Canada Newswire.

4. **Summary of Material Change:**

   On September 11, 2008 Benchmark completed the sale of its interest in the offshore Cosmos concession in Tunisia to a wholly-owned subsidiary of Calgary-based Storm Ventures International Inc. ("**SVI**").

5. **Full Description of Material Change:**

   On September 11, 2008 Benchmark completed the sale of the Company's 31.67% net interest in the offshore Cosmos concession in Tunisia to a wholly-owned subsidiary of Calgary-based SVI. The Company received a total of US$5.65 million in cash, and will net approximately US$5.2 million after buying-out certain carried interest holders. Benchmark had agreed to sell to SVI its interest as well as a 1.66% carried interest held by another party, for a total 33.33% interest. Benchmark carried the Cosmos interest on its balance sheet at a value of $458,926.

   If SVI subsequently sells the Cosmos interest to an arms-length party prior to October 24, 2008, Benchmark shall be entitled to receive 50% of any proceeds of the sale exceeding US$6 million, net of costs.

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

   N/A.

7. **Omitted Information:**

   No information has been omitted.

8. **Executive Officer:**

   For further information, please contact David Robinson, the President and Chief Executive Officer of Benchmark, at the address specified in Item 1 above or by telephone at (403) 802-0770.

9. **Date of Report**

   September 11, 2008