FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Challenger Energy Corp. (“Challenger” or the “Corporation”)
Suite 200, 744 – 4th Avenue S.W.
Calgary, Alberta T2P 3T4

Item 2. Date of Material Change

November 29, 2007

Item 3. News Release

A news release was disseminated through the services of Marketwire on November 29, 2007.

Item 4. Summary of Material Change

Challenger announced the closing of a private placement by issuing approximately 1.9 million special warrants ("Special Warrants") at a price of $1.80 per Special Warrant for gross proceeds of approximately US$3.4 million, each whole Special Warrant being exercisable, for no additional consideration, into one (1) common share ("Common Share") in the capital of Challenger.

Item 5.1 Full Description of Material Change

Challenger announced the closing of a private placement by issuing approximately 1.9 million Special Warrants at a price of $1.80 per Special Warrant for gross proceeds of approximately US$3.4 million, each whole Special Warrant being exercisable, for no additional consideration, into one (1) Common Share in the capital of Challenger. The Special Warrants will be subject to a four-month hold period from the date of closing of the private placement. The Common Shares issuable upon conversion of the Special Warrants, unless qualified for distribution pursuant to a prospectus on an earlier date, will be subject to a four-month hold period from the date of closing of the private placement. The financing was brokered by Pritchard Capital Partners, L.L.C. The proceeds of this private placement are being used to further the activities of Challenger in the drilling of the first of three exploration wells, the "Victory" exploration well located 60 miles off the southeast coast of the Republic of Trinidad and Tobago, and for general corporate purposes.

Item 5.2. Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable. This is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

For further information, contact Dan MacDonald, Chief Executive Officer and President, Challenger Energy Corp., at (403) 503-8810 (phone) or (403) 503-8811 (fax).

Item. 9 Date of Report

December 10, 2007