FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Address and Name of Company:

Essential Energy Services Trust
Livingston Place West
1100, 250 – 2 Street SW
Calgary, Alberta T2P 0C1

Item 2. Date of Material Change:

June 5, 2008

Item 3. News Release:

A Press Release was issued by Essential Energy Services Trust on June 5, 2008 by Marketwire in Calgary, Alberta.

Item 4. Summary of Material Change:

Essential Energy Services Trust ("Essential") (TSX:ESN.UN) has entered into an agreement to sell its Transport division to Mullen Group Income Fund for cash proceeds of $135 million. Essential also announced that it will reduce its distribution to $0.015 per unit per month effective with the June 2008 distribution, payable in July 2008.

Item 5. Full Description of Material Change:

Essential Energy Services Trust ("Essential") (TSX:ESN.UN) has entered into an agreement to sell its Transport division to Mullen Group Income Fund ("Mullen") for cash proceeds of $135 million (the "Transaction"). The Transaction has received the unanimous support of the Board of Directors of each of Essential and Mullen and will include a cash deposit by Mullen of $5 million. The Transport division assets include specialized transport and fluid hauling, rig relocation, pipe hauling and oilfield hauling equipment. In the first quarter of 2008, these assets generated approximately $34 million of revenue or 38% of Essential's revenue, on a combined basis including Builders Energy Services Trust. All the employees of the Transport division as well as Ken Wagner, Chief Operating Officer of Essential, are expected to become employees of Mullen. Completion of the sale is subject to the negotiation and execution of a definitive agreement, due diligence, regulatory approvals and other conditions customary for a transaction of this nature. The Transaction is expected to close in early July 2008. The proceeds from the Transaction will be applied against debt outstanding, which on June 4, 2008 was approximately $150 million.

The sale of the Transport division will reduce the operating cash flow available to support the monthly distribution. Essential will reduce the distribution to $0.015 per unit per month effective with the June 2008 distribution, payable in July 2008.

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:**

Garnet K. Amundson
President and Chief Executive Officer
Telephone: (403) 513-7272

Item 9. **Date of Report:**

June 13, 2008