MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer:

Enseco Energy Services Corp. ("**Enseco**" or the "**Company**")
Suite 500, 1111 – 11th Avenue S.W.
Calgary, Alberta T2R 0G5

2. Date of Material Change:

October 2, 2009.

3. News Release:

A news release disclosing the details discussed in this Material Change Report was issued by, or on behalf of, Enseco and disseminated through the facilities of Marketwire, Incorporated news wire services on October 2, 2009.

4. Summary of Material Change:

On October 2, 2009 the Company closed the second and final tranche of its previously announced non-brokered private placement (the "**Private Placement**") of 14% convertible secured subordinated debentures of Enseco (the "**Debentures**"). Enseco issued Debentures having an aggregate principal amount of $385,000.

5. Full Description of Material Change:

5.1 Full Description of Material Change

On October 2, 2009 the Company closed the second and final tranche of its previously announced Private Placement. Enseco issued Debentures having an aggregate principal amount of $385,000. The following officers of the Company subscribed for an aggregate of $90,000 principal amount of Debentures pursuant to the Private Placement: Kim Jespersen ($40,000) and Kent Devlin ($50,000). Following the closing of the Private Placement, and assuming the full conversion of the Debentures subscribed for by them, Messrs. Jespersen and Devlin hold, directly and indirectly, 958,811 and 1,007,692 common shares ("**Common Shares**") of the Company, respectively, or approximately 1.45% and 1.5% of the outstanding Common Shares.

The Debentures are repayable eighteen months from the date of issue, bear interest at 14% per annum payable in cash on maturity, conversion or upon an event of default and will be convertible into Common Shares by the holder at any time prior to maturity at a rate of $0.10 per Common Share, subject to adjustment in certain circumstances. The Debentures are a secured obligation of the Company subordinated in right of payment to the prior payment in full of all Senior Indebtedness of the Company. Senior Indebtedness will include all secured debt whether now existing or hereafter incurred, assumed or arising, but will exclude normal trade payables.

The Debentures and any Common Shares issued upon conversion of the Debentures are subject to a hold period of four months and one day from the closing date.

The proceeds of the Private Placement will be used by the Company for working capital, for general corporate purposes.

Enseco entered into the Private Placement due to: (i) the amount of the Company's outstanding debt and the near term maturity of such debt; and (ii) despite the Company's best efforts, the current financial environment has made it difficult to refinance its debt obligations and/or sell underutilized assets to significantly reduce outstanding debt.

The Private Placement constitutes a related party transaction under the policies of the TSX Venture Exchange ("**TSXV**"), which incorporates by reference, Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Under MI 61-101, the Private Placement is a related party transaction because the transaction involves the issuance of securities to insiders of the Company. Unless an exemption is applicable, the related party rules require a formal valuation and minority shareholder approval in respect of a related party transaction. Section 5.5(g) and 5.7(e) of MI 61-101 contain exemptions from the formal valuation and minority shareholder approval requirements if an issuer's independent board members, free from any interest in the transaction and unrelated to the parties involved in the transaction, have recommended the transaction, and the independent members of the board of directors resolve that the Company is in serious financial difficulty, the transaction is designed to improve the Company's financial condition, and the transaction is reasonable for the Company in the circumstances. Therefore, Enseco established a special committee of the board of directors (the "**Special Committee**"), comprised of Greg Tisdale, being the only independent director, to consider the Private Placement.

The Special Committee reviewed the terms of the Private Placement and: (i) resolved that (a) the Corporation is in serious financial difficulty, (b) the transaction is designed to improve the Corporation's financial condition, and (c) the transaction is reasonable for the Corporation in the circumstances; (ii) determined that the Private Placement would improve Enseco's financial condition; and (iii) recommended that the board of directors of the Corporation (the "**Board**") approve the Offering. Following the Special Committee's review and recommendation the Board approved the Private Placement.

Based on the foregoing Enseco relied on the exemptions from the formal valuation and minority shareholder approval requirements set forth in Sections 5.5(g) and 5.7(e) of MI 61-101.

5.2 Restructuring Transaction

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The name and business number of the executive officer of Enseco who is knowledgeable of the material change and this report is:

David A. Hawkins, President and Chief Executive Officer
Telephone: (403) 806-0088
Email: dhawkins@enseco.ca

9. Date of Report:

This report is dated October 13, 2009.