

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

PEDIMENT EXPLORATION LTD.
Suite 300 - 905 West Pender Street
Vancouver, British Columbia V6C 1L6

(the "Company")

Item 2 Date of Material Change

March 30, 2007.

Item 3 News Release

The news release was disseminated on March 30, 2007 by way of Stockwatch.

Item 4 Summary of Material Change

The Company has completed a non-brokered private placement of 1,635,002 units for gross proceeds of \$1,226,252.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has completed a non-brokered private placement of 1,635,002 units for gross proceeds of \$1,226,252 (instead of 1,500,000 units for gross proceeds of \$1,125,000 as previously announced in its news releases of February 28, 2007 and March 5, 2007). Each unit consists of one common share in the capital of the Company and one half of one non-transferable share purchase warrant, each whole warrant entitling the holder to purchase one common share in the capital of the Company for \$1.00 until September 30, 2008. All securities issued are subject to a hold period until July 31, 2007.

The Company plans to use the proceeds from the private placement to further its exploration activities in Mexico.

Certain of the subscribers to the private placement are directors and officers of the Company and, as such, the financing is a related party transaction pursuant to Ontario Securities Commission Rule 61-501 (the "Rule") and, therefore, TSX Venture Exchange Policy 5.9. The related parties in this instance are: Gary Freeman, a director and the President and Chief Financial Officer of the Company (\$75,000); and Michael Halvorson, a director of the Company (\$75,000).

The Company has relied on Section 5.5(3) of OSC Rule 61-501 for exemption from the formal valuation requirement and Section 5.7(1)3 of OSC Rule 61-501 for exemption from the minority approval requirement.

The transaction was unanimously approved by the Board of Directors of the Company, acting in good faith, and having determined that the terms of the financing are reasonable in Company's circumstances.

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.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gary Freeman, President & Chief Executive Officer

Business Telephone: (604) 682-4418

Facsimile: (604) 669-0384

Item 9 Date of Report

April 4, 2007.