

Form 51-102F3
Material Change Report

1. Name and Address of Company

Pemberton Energy Ltd.
328, 100 - 1039, 17th Ave SW
Calgary, AB T2T 0B2
(403) 269-8424

2. Date of Material Change

January 9, 2006

3. News Release

January 9, 2006

4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Please see the attached news release.

5. Full Description of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Please see the attached news release

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Miroslava Antoniuk, director, who may be contacted at the address and phone number listed in Item 1**.

9. Date of Report

January 9, 2006

PEMBERTON ENERGY LTD.
328, 100-1039 17 Ave SW
Calgary, AB
T2T 0B2
PHONE: 403-269-8424 FAX: 403-269-8477

NEWS RELEASE

January 9, 2006

PBT

Pemberton Energy Ltd. wishes to announce that it has entered into a non brokered private placement for up to \$40,000 at 0.25 per unit. Each unit of the non brokered private placement shall consist of one share and one share purchase warrant entitling the holder to purchase an additional share at \$0.35 in the first year and at \$0.40 in the second year.

Pemberton Energy Ltd. is also in the process of settling debt for shares for up to \$115,000 at \$0.25 per share. \$70,557 of the proposed shares for debt settlement relates to the outstanding balance of \$250,000 secured loan that is disclosed in the Company's financial statements under Note 5. The remainder of the proposed shares for debt is for field operation invoices.

This private placement and debt settlement are subject to TSX approval.

On behalf of Board of Directors

"Miroslava Antoniouk"

Ms. Miroslava Antoniouk, Director

**TSX VENTURE EXCHANGE HAS NEITHER APPROVED OR DISAPPROVED OF
THE CONTENTS HEREIN**