

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

April 21, 2006

3. News Release

April 21, 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

April 21, 2006

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

NEWS RELEASE

April 21, 2006 Calgary, Alberta, (TSX.V:PBT, FSE :P5W)

Pemberton Energy Ltd. wishes to announce a non-brokered private placement for up to \$700,000 consisting of non flow through units at \$0.70. Each unit of the non flow through private placement shall consist of one share and one share purchase warrant entitling the holder to purchase an additional share at \$0.85 for a period of two years.

Proceeds from this private placement will be used to acquire 2D and 3D seismic that has been completed by other companies in the area, and to shoot 3D seismic on the Company's Peace River Arch property. Management believes that shooting 3D seismic will minimize shareholder risk and maximize potential returns.

Pemberton Energy Ltd.'s principal business is the acquisition, exploration and development of petroleum properties. The company continues to focus on its primary corporate objective: the creation of value for shareholders by identifying oil and gas accumulations with relatively low geological risk but with substantial reserve potential.

For additional information please contact the Company at 604-269-9801 or info@pembertonenergy.ca

On Behalf of Pemberton Energy Ltd.

"Miroslava Antoniuk"

Miroslava Antoniuk, Director

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