

This is the form of material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules (British Columbia), Section 146(1) of the Securities Act (Alberta) and Section 75(2) of the Securities Act (Ontario).

BCF 53-901F MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT (B.C.)

FORM 27 MATERIAL CHANGE REPORT UNDER SECTION 146(1) OF THE SECURITIES ACT (ALBERTA)

FORM 27 MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

PEMBERTON ENERGY LTD.

#328, 100 1039 17 Ave SW

Calgary, AB, T2T 0B2

Canada (403) 269-8424

Item 2. Date of Material Change

August 1, 2006

Item 3. Press Release

State the date and places of issuance of the press release issued pursuant to Section 85(1) of the Act.

This news release was issued on August 1, 2006 through Market News and Stockwatch.

Item 4. Summary of Material Change

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

See attached news release.

Item 5. Full Description of Material Change

Same as item 4 above.

Item 6. Reliance on Section 85(2) of the Securities Act (British Columbia), Section 146(2) of the Securities Act (Alberta) and Section 75(3) of the Securities Act (Ontario)

This report is not being filed on a confidential basis.

Item 7. Omitted Information

The director of the Company, Miroslava Antonuk, is knowledgeable about the material change. She may be contacted at the address 328, 100 - 1039 17th Avenue, S.W. Calgary, AB T2T 0B2; telephone (403) 269-8424

Item 8. Senior Officers

Richard Saxon, President, may be contacted at (604) 269-0006

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED: August 1, 2006

"Miroslava Antoniouk"

Name: Miroslava (Antonuk) Antoniouk
Director

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE ALBERTA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT, AT THE TIME AND IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION. ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSION UNDER THE SECURITIES ACT, THE SECURITIES REGULATION AND THE ALBERTA SECURITIES COMMISSION RULES SHALL BE PAID TO THE ALBERTA SECURITIES COMMISSION IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEE SCHEDULE TO THE SECURITIES REGULATION. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.



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

News Release

August 1, 2006 Calgary, Alberta, (TSX.V:PBT, FSE :P5W)

Pemberton Energy Ltd. wishes to announce that it has entered into stock option agreements with directors, officers, and employees of the Company for up to an aggregate of 3,050,451 shares exercisable in whole or in part on or before August 1, 2011 at a price of \$0.23 per share. These stock option agreements are subject to a four month hold period. The Rolling Stock Option Plan was approved by the shareholders at the Annual General Meeting held on July 28, 2006. These option agreements are subject to the TSX Venture approval.

Pemberton Energy'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 further information on Pemberton Energy Ltd. please contact 604-269-9801

On Behalf of Pemberton Energy Ltd.

"Miroslava Antoniouk"

Miroslava Antoniouk, Director

For additional information please contact the Company at 604-269-9801 or
[**info@pembertonenergy.ca**](mailto:info@pembertonenergy.ca)

TSX VENTURE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED OF
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