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

May 29, 2007

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 May 29, 2007 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: May 29, 2007

"Miroslava Antoniouk"

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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

Pemberton adds an additional expert to its team.

May 29, 2007 Calgary, Alberta, (TSX.V:PBT, FSE :P5W) Pemberton Energy Ltd. (Pemberton) wishes to announce the following update for our 3D and 2D seismic interpretation. The Company is pleased to engage the services of the geophysicist that had previously worked on the Company's 2D seismic shot last year and from the leads acquired from Pemberton's 2D seismic created a synthetic or model of the Cretaceous requirements based on the existing Notikewan wells to track the seismic character, or amplitude anomalies throughout the area and to prove them successful. The Company feels that adding this geophysicist to the current team will further reduce the risk and maximize Pemberton's assets and shareholder value.

President Richard Saxon states: "Adding an additional geophysicist who already has the knowledge of Pemberton's assets and knowledge of the immediate area surrounding our 3D and 2D seismic improves our chances for success while identifying and qualifying potential multiple producing targets. Management felt that it was important to add this synthetic or model information to the interpretation process. We look forward to announcing seismic results shortly".

Pemberton Energy's Ltd. 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 Board of Directors

"Miroslava Antonuk"
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Ms. Miroslava Antonuk Director