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

October 5, 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 October 5, 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: October 5, 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.
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T2T 0B2
PHONE: 403-269-8424 FAX: 403-269-8477

Pemberton acquires key mineral rights and completes AVO test on recently shot 3D seismic.

October 5, 2007 Calgary, Alberta, (TSX.V:PBT, FSE :P5W) Pemberton Energy Ltd. (Pemberton) wishes to announce that it has successfully acquired a strategic piece of crown land at the October 3, 2007 land sale, with mineral rights from surface to basement and are contiguous to the Company's current land holdings in the Peace River Arch area. This acquisition increases Pemberton's land lease holdings on this particular section by 21%, bringing the total lease holdings on this section to 82.7 %. Pemberton will retain 100% working interest in the 21% of this section, to add to its 75% working interest in the 61.7%. This section was included in the Company's completed 3D seismic program.

During interpretation of the completed 3D seismic, Pemberton's management was given a presentation by the Company's geological and geophysical team, and was advised to acquire this parcel of the crown land due to several zones of interest on this particular section. Pemberton's management was also advised at that time, that to further qualify these zones of interest , an AVO test (Amplitude Versus Offset) would be beneficial in order to reduce the risk and increase the rate of success in identifying these types of targets. Hampson-Russell Limited Partnership of Calgary completed an AVO test and final results will be presented to the Company's board of directors within the next 10 days. An example of the AVO test will be available shortly on the Company's web site, www.pembertonenergy.ca.

The Board of Directors would like to take this opportunity to thank Pemberton's shareholders for their patience and support as management executed its corporate strategy, acquired additional mineral rights and conducted necessary tests. Management feels that preliminary results of the AVO have very positive indicators of economic hydrocarbon potential and the Company will now move into the development phase of its Peace River Arch Project.

President Richard Saxon states: "We are very pleased to have completed this strategic acquisition and in addition feel the results of the 3D seismic and AVO have given Pemberton the correct direction for a successful drill program. Management has received several AFE's from drilling companies that currently have rigs in the immediate area and will be announcing the details of Pemberton's drill program shortly".

Pemberton also wishes to advise that trading restrictions that have been imposed on its management and consultants have been lifted effective immediately.

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