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, 1500 14 Street SW
Calgary, AB, T3C 1C9
Canada (403) 269-8424

Item 2. Date of Material Change

December 13, 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 December 13, 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: December 13, 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 to add three oil zones to two gas zones on first well to be drilled in the Peace River Arch

December 13, 2007 Calgary, Alberta, (TSX.V:PBT, FSE :P5W) Pemberton Energy Ltd. (Pemberton) wishes to announce that recent continuous evaluation of the 3-D seismic by the Company's geophysical and geological team within a radius of approximately 300 meters of the 6-15-82-3 W6M upcoming well, revealed 3 potential oil producing zones in addition to the Gething and Notikewan gas zones. The Company's geological and geophysical team recommends to increase the depth of the 6-15-82-3-W6M well to include drilling of 3 horizons in the Wabamun Zone with amplitude anomalies, as well amplitude anomalies in the Granite Wash and the Precambrian. This will give Pemberton an opportunity to have a multi zone producing well, with three potential oil zones and two potential gas zones making a total of 5 potential producing zones.

The uppermost potential zone, the Lower Cardinal member, forms small structural trap, whereas the other zones are stratigraphic in nature. The optimum bottom hole location is 133 meters north of the 6-15 surface location, a very small deviation from vertical. This well will be a first of several locations within section 15 and information gathered from this well will be used to calibrate the seismic signature and assist in the optimizing of future locations.

These findings have delayed the drilling of the 6-15-82-3 well in order to include the oil zones in the drill program. The Company is in the process of changing its drill license from a gas well with 1047 m depth to oil and gas well with a total depth of 2400 m.

Richard Saxon, President states: "Adding these three potential oil bearing zones to our drill program changes the dynamics of the Company's success taking Pemberton to a new level. These Devonian and older porous sandstones have the potential for significant hydrocarbon reserves and lie at a depth of approximately 2400 m. As a result of the Company's 3D seismic and inversion analysis completed by Hampson Russell and the activity of numerous major oil and gas companies in the Peace River Arch management is eager to drill 6-15-82-3W6M well which will now include three additional oil zones".

Pemberton wishes to advise that it has released Phelps rig # 9 due to the fact that it is a single drill rig and Pemberton's new target depth is 2400 m that requires a double to achieve its goal. Pemberton is in a receipt of two drill bids from other drill companies that are capable of drilling to the contact depth of 2400 m. Drill date will be announced on receipt of amended drill license from the EUB.

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"

Ms. Miroslava Antonuk Director

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