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

April 15, 2008

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 April 15, 2008 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: April 15, 2008

"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, 1500 14 Street SW Calgary, AB T3C 1C9
PHONE: 403-269-8424 FAX: 403-269-8477
www.pembertonenergy.ca

Pemberton in the process of qualifying new oil pool discovery

April 15, 2008 Calgary, Alberta, (TSX.V: PBT, FSE: P5W) Pemberton Energy Ltd. is pleased to announce the following corporate update.
With regards to well 10-15-82-3-W6M, the first of two wells to be completed, the Company's geological and engineering advisors have provided these recommendations and descriptions. Gething Formation- perforate and frac 971.5 to 974.5 mKB (3 m interval) based on good gas shows on mud log and good oil staining in samples. Log analysis indicates hydrocarbons. Lithology from sample descriptions is a very fine grained to upper coarse grained sandstone with dolomitic cement. Sandstone is capped by a thin coal bed. Montney Formation: perforate and frac 1088 to 1093 mKB (5 m interval) based on excellent gas show on mud log and very good oil staining in samples. Log analysis indicates hydrocarbons. Lithology from sample descriptions is very fine grained sandstone grading to siltstone with dolomitic cement.

With regards to well 6-15-82-3-W6M -the second of two wells to be completed, the Company's geological and engineering advisors have provided these recommendations and descriptions: Basal Gething Formation: perforate and frac 1011.5 to 1015.0 mKB (3.5 m interval) based on fair gas shows. Samples indicate excellent porosity and permeability. Log analysis indicates hydrocarbons. Lithology from sample descriptions is a fine grained to upper course grained with pebbles quartz sandstone. Sandstone is capped by a thick coal bed.

Management feels that these three zones are top priority and would be economically beneficial to the Company at this time. Management is reviewing its options of perforating and fracing or using other completion methods and is awaiting finalized AFE for completion of these three zones. The Company is also qualifying other zones of interest in the 10-15 well, specifically information gathered from the Wabamun and the Granite Wash to optimize our second deep drill prospect. Information received from the drilling of the Company's 10-15 exploratory well is extremely valuable to identifying and mapping out next drill targets in the Gage area.

Pemberton also wishes to announce that it retained the services of a seismic consultant and has also secured the services of a 3D seismic drill company to begin a 3D seismic program on the Company's Berwyn property located 75 km East of Pemberton's Gage land holdings. With production within a 4 km radius of Pemberton's land holdings the Company's plans are to acquire additional mineral rights. Pemberton's intent is to duplicate surrounding production. 3D seismic will optimize potential drill locations on Pemberton's land holdings. This 3D seismic program will commence before start of the farming season.

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.

Ms. "Miroslava Antonuk"

Miroslava Antonuk, Director

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