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

August 27, 2009.

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 27, 2009 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, 1500 14 Street SW Calgary, AB T3C 1C9; 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 27, 2009

"Miroslava Antoniouk"

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Name: Miroslava (Antonuk) Antoniouk
Director

PEMBERTON ENERGY LTD.
328, 1500 14 Street SW Calgary, AB T3C 1C9
PHONE: 403-269-8424 FAX: 403-269-8477
www.pembertonenergy.ca

PEMBERTON SET TO DO A HORIZONTAL RE-ENTRY DEVELOPMENT WELL

CALGARY, Alberta, August 27, 2009 (TSXV: PBT, FSE: P5W) Pemberton Energy Ltd. wishes to announce the following update. Management would like to advise that further to the June 17, 2009 announcement of Montney oil pool discovery with

prospective resources of 4.4 million barrels of oil, Pemberton will first proceed with a horizontal 750m leg re-entry program of the 10-15-82-3 W6M well ("10-15").

During management review of the re-entry data, Pemberton's team has concluded that there are 2 additional oil bearing zones directly above this Montney oil pool. During the drilling of 10-15 well, Pemberton's onsite geologist recorded good oil staining in samples and mud logs had excellent gas shows at these additional intervals and log analysis indicated hydrocarbons in both of these zones of interest. Further testing and mapping of these zones will be done during the Montney re-entry program.

President Richard Saxon states: "Horizontal re-entry drilling is the best fit for Pemberton at this time, as management feels it will be a suitable and most economical method to put Pemberton in a cash flow position thus increasing shareholder value. The cost of drilling is dramatically reduced due to the infrastructure that is already in place and management feels that this re-entry will be a precursor to the recently announced two-well horizontal drill target program".

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.

"Miroslava Antonuk"

Miroslava Antonuk Director