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

October 28, 2010.

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 28, 2010 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: October 28, 2010

"Miroslava Antonuk"

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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
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T3C 1C9
PHONE: 403-269-8424 FAX: 403-269-8477

NEWS RELEASE

Pemberton's shareholders approve 1:3 consolidation and name change.

Calgary Alberta, October 28, 2010 (TSXV: PBT, FSE: P5W) Pemberton Energy Ltd. ("Pemberton") would like to announce that at its annual general and special meeting held on October 27, 2010, all resolutions, as noted in the information circular, were passed, including a special resolution authorizing the consolidation of the company's common shares on a one-new-for-three-old basis, subject to TSX Venture Exchange approval and the name change from Pemberton Energy Ltd. to Brixton Energy Corp. There are currently 106,339,303 common shares issued and outstanding. If the proposed consolidation of one new share for three old shares is approved by the TSX Venture Exchange, there will be approximately 35,446,434 common shares issued and outstanding. The exact number of post consolidated shares will vary depending on the treatment of fractional shares, which will occur when each shareholder's holdings in the company are consolidated. Outstanding stock options and share purchase warrants will also be adjusted by the consolidation ratio, and the respective exercise prices of such options and warrants will be adjusted accordingly. The company will be changing its name in conjunction with the consolidation to Brixton Energy Corp.

For further information please contact president Richard Saxon at 604-269-0006 or via email r.saxon@shaw.ca.

On Behalf of Pemberton Energy Ltd.

"Miroslava Antonuk"

Miroslava Antonuk, Director

We seek Safe Harbor