

**Form 51-102F3  
MATERIAL CHANGE REPORT**

1. **Name and address of the Company.**

PARTNER JET CORP.(the "Company")  
2450 Derry Road East, Hangar #9  
Mississauga, Ontario L5S 1B2

2. **Date of Material Change.**

June 10, 2010.

3. **News Release.**

A press releases disclosing the material change was released on June 10, 2010 through the facilities of Marketwire.

4. **Summary of Material Change.**

By press release dated June 10, 2010 the Company announced that it has entered into a Services & Support Agreement with Flight Solutions and Services (FSS) Inc. In addition, the Company entered into a joint services agreement with Uniform Yankee Juliet Air Inc.

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. **Full Description of Material Change.**

A full description of the material change is contained under Item 4.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.**

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

Kevin Heitman, Chief Executive Officer

9. **Date of Report.**

This report is dated at Toronto, this 14<sup>th</sup> day of June, 2010.

**PARTNER JET CORP.**

Per:           "Kevin Heitman" (Signed)

## SCHEDULE “A”

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# PARTNER JET CORP.

## PRESS RELEASE

FOR IMMEDIATE RELEASE TSX Venture Exchange

June 10, 2010 Trading Symbol: PJT

Toronto, Ontario Shares Outstanding: 9,078,774

## PARTNER JET CORP. ANNOUNCES AIRCRAFT MANAGEMENT AND SERVICES AGREEMENTS

**Partner Jet Corp.** (the “Company”) (TSXV: PJT) announces that it has entered into a comprehensive Services & Support Agreement with Flight Solutions and Services (FSS) Inc. (“FSS”), an operators’ consortium headquartered in Toronto serving the needs of operators throughout North America. FSS is a full spectrum aviation services provider supplying technical support, lease financing, factoring, venture capital support, turnkey audit and consulting services as well as fuel, training, insurance and flight logistics. FSS customers include operators, financial institutions and individual aircraft owners.

FSS services will augment Partner Jet’s existing customer services and support as well as adding to their technical capabilities to facilitate an increase in demand for Partner Jet’s aviation management, maintenance and support services.

Partner Jet and FSS have likewise entered into a joint services agreement with Uniform Yankee Juliet Air Inc. (“UYJ”), another well established Toronto based 704 Charter /Management company with offices and hangars at the Toronto International Airport, which is a current FSS subscriber. Partner Jet and UYJ, as two independent companies, operate 9 aircraft covering a broad range including large, mid & small cabin turboprop aircraft and are developing executive helicopter capability. The coordinated charter market potential of high quality aircraft from both fleets is significant and will benefit both companies. Likewise, the combined services and support volumes of the two companies along with those of other operators and owners presently being served by FSS’s comprehensive array of support capabilities will produce significant volume-related economies.

Partner Jet’s CEO Kevin Heitman, in announcing the new initiatives said: “the agreement to join the FSS consortium provides Partner Jet with immediate cost savings and access to services which permit us to rapidly respond to a range of growth opportunities. Our cost structures have now improved, most goods and services we need now reflect volume discounts through FSS that make us far more cost-effective; which translates into savings for our customers, strengthens our competitive edge and improves the bottom line.”

“With FSS support, Partner Jet now has a network of relationships with operators like UYJ and others where we can lever off each other’s strengths, consolidate our purchasing power and share capabilities during periods of peak demand. Three days a week operators like us compete with each other, but four days in the same week we gain more from cooperating. Going back and forth between these roles is difficult sometimes; FSS involvement now provides a platform to consolidate

our buying power, and reduce our costs. Lower costs are one area where we all agree - selective cooperation that gives us a competitive edge over the biggest management companies, is hard to argue against.”

Partner Jet is experiencing significant growth which is expected to continue in the months ahead. The company is preparing to add a Bombardier 605 large cabin aircraft to its Aircraft Operating Certificate (AOC) and to extend services and logistics support to aircraft in the fleets of several third party aircraft operators. In this regard, PJET Maintenance Ltd., a subsidiary of Partner Jet Inc., has been supplying technical support for 3 turbo-prop aircraft and 3 additional Jet aircraft from its maintenance facility at the Landmark Hangar in Toronto. The additional technical support contracts will produce a significant expansion of the PJET Maintenance Ltd. revenue base supported by FSS-MxAerospace Inc., the Toronto-based full cycle technical services subsidiary of FSS Inc.

### **About Partner Jet Corp.**

Partner Jet Corp. is a professional domestic and international air carrier and has been a leading provider of private executive travel for more than a decade. It enjoys a well-earned reputation for reliability, excellent service standards and the highest levels of customer satisfaction. The company coordinates a fleet of nine jet aircraft covering the full range of capabilities required for personal and corporate travel. It can provide the highest level of secure travel throughout North America, the Caribbean, Europe and the rest of the world.

Partner Jet Corp., through its wholly owned subsidiary, PJET Maintenance Ltd. (“PJET”) is an Approved Maintenance Organization (AMO) under Transport Canada regulations. Partner Jet’s AMO facility at the Lester B. Pearson International Airport is operational 24 hours a day and provides AMO services to a wide variety of jet and turbo prop aircraft.

For further information contact:

Mr. Kevin Heitman  
Chief Executive Officer  
Partner Jet Corp.  
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*Securities regulators encourage companies to disclose forward-looking information to help investors understand a company’s future prospects. This press release contains statements about our future business and planned activities. These are “forward-looking” because we have used what we know and expect today to make a statement about the future. Forward-looking statements usually include words such as may, intend, plan, expect, anticipate, believe or other similar words. We believe the expectations reflected in these forward-looking statements are reasonable. However, actual events and results could be substantially different because of the risks and uncertainties associated with our business or events that happen after the date of this press release. You should not place undue reliance on forward-looking statements. As a general policy, we do not update forward-looking statements except as required by securities laws and regulations.*