Form 51-102F3
Material Change Report

PART 1 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Vision 2000 Exploration Ltd.
Suite 730, 138 - 4th Avenue S.W.
Calgary, Alberta
T2G 4Z6

Item 2 Date of Material Change

State the date of the material change.

April 30, 2008.

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The press release was issued at Calgary, Alberta by CCN Matthews on April 30, 2008.

Item 4 Summary of Material Change

The Corporation announced that it has been advised by Yoho Resources Inc. ("Yoho") (TSXV: YO) that Yoho has mailed its offer to purchase (the "Offer") and take-over bid circular to holders of common shares of Vision in connection with its previously announced offer to acquire all of the issued and outstanding shares of Vision.

The Offer will expire at 7:00 p.m. (Calgary time) on June 3, 2008 unless it is withdrawn or extended.

Item 5 Full Description of Material Change

The Corporation announced that it has been advised by Yoho Resources Inc. ("Yoho") (TSXV: YO) that Yoho has mailed its offer to purchase (the "Offer") and take-over bid circular to holders of common shares of Vision in connection with its previously announced offer to acquire all of the issued and outstanding shares of Vision. Under the terms of the Offer, shareholders of Vision may elect to receive either: (i) 0.24 of a common share of Yoho, or (ii) $0.65 cash, for each Vision share tendered pursuant to the Offer, subject to an aggregate cash maximum of $3.0 million. Included with the Offer is the Vision Directors' Circular recommending Vision shareholders accept the Offer and tender their Vision shares to the Offer prior to the expiry time.

The Offer will expire at 7:00 p.m. (Calgary time) on June 3, 2008 unless it is withdrawn or extended. The Offer is subject to certain conditions, including the deposit of not less than 66 2/3% of the outstanding common shares of Vision and other customary conditions.

Vision shareholders whose shares are registered in the name of a broker or nominee should contact their broker, investment dealer, bank, trust company or other nominee for assistance in depositing their shares of Vision to the Offer.

The Depositary for the Offer is Valiant Trust Company. Any questions and requests for assistance may be directed by Vision shareholders to the Depositary at 1-866-313-1872 or by e-mail to inquiries@valianttrust.com.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

None.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

David Conklin, President
(403)294-1177

Item 9 Date of Report

April 30, 2008.