FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

VisionSky Corporation (“Corporation”)
Suite 306, 908-17th Avenue SW
Calgary, AB T2T 0A5

Item 2. Date of Material Change

November 19, 2005

Item 3. News Release

A press release reporting the material change, a copy of which is attached, was issued by the Corporation at Calgary, Alberta through the services of Filing Services Canada on November 29, 2005.

Item 4. Summary of Material Change

The Corporation announced that it has entered into a definitive agreement dated effective November 15, 2005 (the “Agreement”) to acquire 100% of the assets and business of 627800 B.C. Ltd. (“627800”), a privately held British Columbia corporation, consisting of its automated teller machines (“ATM”), its operating trade name “TransDirect” and the purchase and or assignment of its ATM placement and processing contracts (the proposed “Acquisition”). The principals and controlling shareholders of 627800 are Mr. Kelly R. Montgomery of Kelowna, British Columbia and Mr. Robert A. Walling of Saskatoon, Saskatchewan. Pursuant to the Agreement, VisionSky will pay, subject to adjustment, aggregate consideration of $2,500,000 consisting of $1 million (subject to a 10% holdback of the aggregate adjusted purchase price), a promissory note bearing interest at 8% per annum maturing no later than August 1, 2006 secured by a general security agreement for the same amount, and 2,500,000 Common Shares of the Corporation from treasury at a deemed price of $0.20 per share. The Acquisition is an arm’s length to transaction. The Agreement is subject to a number of closing conditions including but not limited to shareholder and TSX Venture Exchange approvals.

Item 5. Full Description of Material Change

The full details of the material change are more fully described in the attached press release.

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

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Preston J. Maddin
Suite 306, 908-17th Avenue SW
Calgary, AB T2T 0A5
Interim President and Chief Executive Officer
Telephone: (403) 234-9970

Item 9. Date of Report

November 29, 2005

News Release

The Corporation reports

VISIONSKY CORPORATION announces Agreement to Purchase ATM Business and Update on Disposition of Subsidiary

November 29, 2005 - Calgary, Alberta – Further to its press release of October 19, 2005, VisionSky Corporation (“VisionSky” or the “Corporation”) (TSXV: VKY and VKY.WT) is pleased to announce that it has entered into a definitive agreement dated effective November 15, 2005 (the “Agreement”) to acquire 100% of certain assets and business of 627800 B.C. Ltd. (“627800”), a privately held British Columbia corporation, consisting of its automated teller machines (“ATM”), its operating trade names including “TransDirect”, and the purchase and or assignment of its ATM placement and processing contracts (the proposed “Acquisition”). The principals and controlling shareholders of 627800 are Mr. Kelly R. Montgomery of Kelowna, British Columbia and Mr. Robert A. Walling of Saskatoon, Saskatchewan. Pursuant to the Agreement, VisionSky will pay, subject to adjustment, aggregate consideration of $2,500,000 consisting of $1 million (subject to a 10% holdback of the aggregate adjusted purchase price), a promissory note bearing interest at 8% per annum maturing no later than August 1, 2006 secured by a general security agreement for the same amount, and 2,500,000 Common Shares of the Corporation from treasury at a deemed price of $0.20 per share. The Acquisition is an arm’s length to transaction. The Agreement is subject to a number of closing conditions including but not limited to shareholder and TSX Venture Exchange approvals.

Other material conditions, any one or more of which may be waived, in whole or part by VisionSky include the following: (a) completion of due diligence, the outcome of which is satisfactory in VisionSky’s sole discretion; (b) each of Mr. Kelly Montgomery, principal of 627800 and James T. Wilson, business consultant, shall have entered into a contracting arrangements with the Corporation to provide cash management services and cash loading services respectively; (c) the closing shall occur not later than April 30, 2006 unless otherwise agreed to in writing; and (d) all representations and warranties as set out in the Agreement are true, correct and complete as of the closing date of the transaction.

The Acquisition constitutes a fundamental acquisition resulting in a change of business for VisionSky. Accordingly, the Acquisition cannot close until the Exchange reviews the transaction and provides applicable approval. There is no assurance that the Acquisition will be completed as proposed or at all.

TransDirect is a fully integrated ATM provider, and offers a complete suite of ATM management services. TransDirect has grown steadily since being founded in 2001 and as at September 30, 2005 had approximately 228 placement and management contracts. The main area of interest of TransDirect is in interior British Columbia and Saskatchewan.

TransDirect is a channel provider and as such has access to Interac as a result of a contractual relationship with TNS Smart Network Inc. (“TNS”), a member of Interac, which operates an ATM Terminal transaction processing switch and card issuing service bureau platform (the

"Switch") and provides complete processing capabilities to TransDirect's entire network of ATMs. TransDirect thru TNS is also able to provide international ATM transaction processing capability via the Cirrus and Maestro networks. The Switch processes all types of approved transactions and, in order to obtain authorization to proceed with such transactions, routes them to the respective issuers through Interac or any of the international networks in which TransDirect is either a member via TNS or to which TransDirect has access. The advanced technologies and design of the Switch supports TransDirect's current transaction volumes which approximate 63,800 average transactions per month (based on previous twelve month unaudited history as at September 30, 2005 as provided by 627800) and anticipated future growth.

An ATM transaction commences when a consumer decides to withdraw cash using a bank or debit card. The cardholder inserts his or her card into the machine, enters his or her personal identification number ("PIN") and requests a sum of money. The Acquirer (in this case TransDirect) sends this request through to its connection service provider who in turn sends the request electronically through the Interac network to the cardholder's financial institution (the "Issuer") which verifies the cardholder's PIN and determines if sufficient funds are available to fulfill the request. The Issuer then provides a response back through the Interac network to the Acquirer, which advises the ATM to dispense the funds accordingly. All of this occurs in a matter of seconds. At the end of each day, the Issuer deposits funds to the Acquirer's settlement agent.

TransDirect currently generates revenue from the following sources: (i) transaction fees which include interchange fees and surcharge revenue; and (ii) margin on the sale of ATMs.

A summary of unaudited significant financial information for 627800, as provided by the management of 627800 to the Corporation, as at the fiscal year ended April 30, 2005 and the five months ended September 30, 2005 is as follows:

Selected financial information (unaudited)	Year ended April 30, 2005	Five months ended September 30, 2005
ATM assets, at cost	$33,280	$40,069
Total net revenue	$941,566	$344,389
Cost of Goods sold	$331,392	$65,373
Gross profit	$610,174	$279,016

The reader should note that the above gross profits are generated from two main sources of revenue streams consisting of: (i) transaction fees which include interchange fees and surcharge revenue; and (ii) margin from the sale of ATMs, and as such the gross profits may not be indicative of future performance and may fluctuate due to the nature of the revenue streams.

Audited financial statements for 627800 are being prepared in compliance with the requirements of regulatory and securities laws and will be provided in the information circular to be delivered to the Corporation's shareholders seeking approval for the Acquisition.

VisionSky reports a third update to the previously announced press release dated October 5, 2005 in which the Corporation announced that it has discontinued operations in the Peoples' Republic of China carried on through it's wholly-owned subsidiary, VisionSky North America Inc. ("VSNA").

The proposed sale of shares and business of VSNA (the "Disposition") is effective June 30, 2005, and is subject to, among other things, receipt of applicable regulatory and shareholder approvals. Pursuant to the terms and conditions of the non-arm's length Disposition, VisionSky intends to cancel an aggregate of 6,666,667 of the issued and outstanding common shares of VisionSky originally issued to Mr. Ringo Chan, in exchange for all of the issued and outstanding VSNA shares, all of which are owned by VisionSky. VisionSky has filed management prepared interim financial statements for the six months ended June 30, 2005 and the corresponding management's discussion and analysis ("MD&A") which reflect the Disposition. The interim financial statements and MD&A are available at www.sedar.com under VisionSky's company profile. The disinterested directors of VisionSky are in support of the Disposition. Due to the non-arms length nature of the transaction, the Corporation continues to be in discussions with the TSX Venture Exchange (the "Exchange") regarding the requirements of a formal valuation report for the Disposition. The Corporation is seeking a waiver for a formal valuation report on the Disposition from the Exchange.

The Disposition constitutes a sale of all or substantially all of the business of the Corporation. Accordingly, the Corporation reports that the TSX Venture Exchange ("Exchange") has confirmed that aside from required regulatory approval as a "Reviewable Transaction" under Exchange policy, a shareholders' meeting will also be required to approve the Disposition. It is intended that the VNSA Disposition and proposed Acquisition and any other matters will be dealt with concurrently at the proposed shareholders' meeting. The Corporation will confirm the particulars of timing and agenda for such meeting in a separate notice and circular to its shareholders.

If the Disposition is completed without the concurrent completion of the Acquisition, the Corporation may have its listing transferred from the Exchange and have its shares traded on the NEX board. If the Acquisition and the Disposition are completed concurrently, the Corporation anticipates that, subject to Exchange approval, its shares and warrants will remain listed on the Exchange. The shares and warrants of the Corporation were halted from trading on October 18, 2005 at the request of the Corporation and will continue to be halted until the Corporation submits materials under TSXV policy related to the proposed Acquisition and Disposition.

The proposed Disposition transaction, if completed, and the proposed Acquisition transaction , if completed, will result in VisionSky having approximately 15,965,000 common shares outstanding, 910,000 common shares under option to its directors and officers, 500,000 share purchase warrants exercisable at $0.45 per warrant to an agent, and 6,875,000 share purchase warrants outstanding from two equity unit placements of which 4,375,000 warrants are exercisable at $0.50 and 2,250,000 warrants are exercisable at $0.65**.** The current cash position of the Corporation is approximately $1,512,000 including $118,000 due from cash accounts held with VSNA.

The current directors of VisionSky being Messrs. Preston J. Maddin, John Mackay and Hoi Kwan, will remain the directors of VisionSky after the proposed Disposition and Acquisition is completed. Subject to any necessary regulatory approvals, it is proposed that Mr. James T. Wilson will join VisionSky under a contracting arrangement as an officer of the Corporation to provide cash management services for the ATM business. Mr. Wilson has significant ATM industry and ATM experience both with an industry competitor in management positions, as a consultant and investor /owner of ATM's.

Blackmont Capital Inc., subject to completion of satisfactory due diligence, has agreed to act as sponsor to VisionSky in connection with the Acquisition. An agreement to sponsor should not be construed as an assurance with respect to the merits of the Acquisition or the likelihood of completion.

Completion of the above transactions is subject to a number of conditions, receipt of all necessary regulatory approvals, including TSX Venture Exchange acceptance and disinterested Shareholder approvals. The transactions cannot close until required Shareholder approvals are obtained. There can be no assurance that the transactions will be completed as proposed or closed at all.

Investors are cautioned that, except as disclosed in VisionSky's disclosure record on SEDAR, any information released or received with respect to the Disposition and Acquisition may not be accurate or complete and should not be relied on. Investors are also cautioned that, except as disclosed in management information circular(s) to be prepared in connection with the transactions, any information released or received with respect to the Disposition or Acquisition transactions may not be accurate or complete and should not be relied upon. Trading in the securities of VisionSky should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.

For further information please contact:

Preston J. Maddin, Interim CEO, CFO and Director
VisionSky Corporation
Telephone: (403) 589-6023
E-mail: preston@pacificroyalty.com