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

February 16, 2006

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 February 16, 2005.

Item 4. Summary of Material Change

Effective 10:15 a.m. (Calgary time) on February 16, 2006, VisionSky cancelled 6,666,667 common shares of the Corporation received from related parties of the Corporation in exchange for the shares of VisionSky North America Inc. ("VSNA") held by the Corporation. As a result, the Corporation no longer owns any shares of VSNA and 13,465,000 common shares of the Corporation remain issued and outstanding.

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

February 17, 2005

News Release

The Corporation reports

VISIONSKY CORPORATION reports Update on Disposition of Subsidiary

February 16, 2006 - Calgary, Alberta – VisionSky Corporation ("VisionSky" or the "Corporation") announces that pursuant to the first portion of a special meeting (the "Meeting") held today, it has received shareholder approval for the disposition (the "Disposition") of its wholly-owned subsidiary, VisionSky North America Inc. ("VSNA") to related parties of the Corporation (the "Purchasers"). Upon receiving shareholder approval for the Disposition, VisionSky adjourned the Meeting to effect the Disposition. Effective 10:15 a.m. (Calgary time) on February 16, 2006, VisionSky cancelled 6,666,667 common shares of the Corporation received from the Purchasers in exchange for the shares of VSNA held by the Corporation. As a result, the Corporation no longer owns any shares of VSNA and 13,465,000 common shares of the Corporation remain issued and outstanding.

Further to the Management Information Circular (the "Circular") dated January 20, 2006, the Corporation will reconvene the Meeting at 2:00 pm (Calgary time) today to consider the following resolutions:

- to approve the acquisition by a wholly-owned subsidiary of the Corporation ("Subco") of certain assets of 627800 B.C. Ltd. (operating as TransDirect ATM Sales and Service) pursuant to the terms and conditions of a purchase agreement dated effective November 15, 2005;
- to approve the reduction of the stated share capital account of the Corporation's common shares; and
- to approve the reorganization of the Corporation and Subco by way of amalgamation to form VisionSky Corp.

The Circular is available at www.sedar.com under the Corporation's profile.

For further information please contact:

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