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

The Corporation has effected 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.

In addition, the stated share capital account of the Corporation's common shares has been reduced by $1,892,365. The Corporation's shareholders have also approved the reorganization of the Corporation and Subco by way of amalgamation to form VisionSky Corp. The Corporation expects that it will effect the amalgamation of VisionSky and Subco to form VisionSky Corp. and that the resulting shares will, subject to meeting CNQ's conditional listing requirements, be listed on the CNQ shortly. Upon completing the amalgamation, each share of VisionSky and Subco will be exchanged for one share of VisionSky Corp.

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 Acquisition of TransDirect

February 16, 2006 - Calgary, Alberta – VisionSky Corporation ("VisionSky" or the "Corporation") announces that pursuant to the final portion of a special shareholders' meeting (the "Meeting") held today, it has received shareholder approval for, and has effected 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.

In addition, the Corporation's shareholders approved the reduction of the stated share capital account of the Corporation's Common Shares by $1,892,365 and approved the reorganization of the Corporation and Subco by way of amalgamation to form VisionSky Corp. Pursuant to the Acquisition, VisionSky paid aggregate consideration of $2,500,000 consisting of $1 million (subject to a 10% holdback for any applicable adjustment of the purchase price), a $1 million 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 issued 2,500,000 Subco shares to 627800. The Corporation expects that it will effect the amalgamation of VisionSky and Subco to form VisionSky Corp. and that the resulting shares will, subject to meeting CNQ's conditional listing requirements, be listed on the CNQ shortly. Upon completing the amalgamation, each share of VisionSky and Subco will be exchanged for one share of VisionSky Corp.

Further information regarding the acquisition, reorganization and amalgamation can be found in the Management Information Circular dated January 20, 2006 (the "Circular"). A copy of the Circular is available at www.sedar.com under the Corporation's profile.

For further information please contact:

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