

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

February 15, 2007

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 15, 2007.

Item 4. Summary of Material Change

VisionSky Corp. (“VisionSky” or the “Corporation”) announced that it has appointed, subject to applicable regulatory approvals, Mr. Kaan Camlioglu, CFA to the Board of Directors of the Corporation effective immediately. Mr. Camlioglu will replace Mr. John Mackay. Mr. Mackay requested a smooth transition from the Board to more fully focus on his other business ventures and gave notice to resign both his Board and Corporate Secretary positions with VisionSky and Transdirect ATM Inc. effective February 15, 2007.

Mr. Camlioglu, CFA is a resident of Calgary, and since March 2006 is currently Chief Financial Officer of Emerging Equities Inc., a brokerage firm based in Calgary, Alberta. For approximately 10 years, since May 1996 through to February 2005, Mr. Camlioglu held various positions with the TSX Venture Exchange as a Market Surveillance Officer, Corporate Analyst, Corporate Finance and Manager, Listed Issuer Services. Mr. Camlioglu holds a Bachelor of Economics and Management degree from the University of Calgary and a Chartered Financial Analyst (“CFA”) designation. He is also a completed his PDO and CFO Qualifying Exams with the IDA and is a CBV candidate.

The Board of Directors is pleased to appoint Mr. George Tai, LLB, the Corporations’ legal counsel and a Partner with Carscallen Lockwood LLP as Corporate Secretary for the Corporation and Transdirect ATM Inc.. Mr. Tai has acted for the Corporation since 2004 and Transdirect since February 2006.

The Corporation is also pleased to announce that Mr. Kelly Montgomery, Kelowna, B.C., and a principal of 627800 B.C. Ltd. from whom VisionSky purchased it’s original ATM portfolio in February 2006, has been appointed as a business consultant on a contract basis for the Corporation’s wholly owned

subsidiary Transdirect ATM Inc. and is responsible for all ATM operations including cash loading and cash management services of Transdirect Limited Partnership effective immediately. Mr. Montgomery is replacing Mr. Jim Wilson, a business consultant and VP Operations whose one year contract expired February 15, 2007. Mr. Wilson has agreed to continue to provide services to Transdirect as required by Transdirect's management.

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
President and Chief Executive Officer
Telephone: (403) 234-9970

Item 9. Date of Report

February 16, 2007

News Release

The Corporation reports

VISIONSKY CORP. appoints former TSXV manager Camlioglu to Board to replace outgoing Director and strengthens management team with two appointments.

February 15, 2007 - Calgary, Alberta –(CNQ: VSKY) – VisionSky Corp. (“VisionSky” or the “Corporation”) is pleased to report that it has appointed, subject to applicable regulatory approvals, Mr. Kaan Camlioglu, CFA to the Board of Directors of the Corporation effective immediately. Mr. Camlioglu will replace Mr. John Mackay. Mr. Mackay requested a smooth transition from the Board to more fully focus on his other business ventures and gave notice to resign both his Board and Corporate Secretary positions with VisionSky and Transdirect ATM Inc. effective February 15, 2007.

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Prior to joining Emerging Equities Inc., Mr. Camlioglu was Vice –President and CFO with Pan Terra Industries Inc. (PNT-TSXV), a Tier 1 Issuer from February 2005 to March 2006. Mr. Camlioglu has broad experience in assessing acquisitions, conducting due diligence, and evaluating companies. He also has extensive experience and in depth knowledge of securities policies, rules and regulations and in financial reporting and financial forecast modelling. Mr. Camlioglu has been a Director with Real Time Measurements Inc., a TSXV Tier 2 Issuer since February 2006.

The Board of Directors wish to acknowledge and thank Mr. Mackay, who has been with the Board and the predecessor Boards of VisionSky Corp. since April 2002 for his contribution to the organization. Mr. Mackay has agreed to continue to provide his services to the Corporation on a contract basis as required by the Board.

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operations including cash loading and cash management services of Transdirect Limited Partnership effective immediately. Mr. Montgomery is replacing Mr. Jim Wilson, a business consultant and VP Operations whose one year contract expired February 15, 2007. Mr. Wilson has agreed to continue to provide services to Transdirect as required by Transdirect's management.

About VisionSky Corp.

VisionSky Corp. owns and operates the Transdirect Limited Partnership ("TransDirect") through its wholly-owned subsidiary Transdirect ATM Inc. TransDirect is a Calgary-based full-service ATM operator and ATM transaction management provider and specializes in providing non-financial institution automated teller machines ("ATM's") and ATM processing services in British Columbia, Alberta, Manitoba and Saskatchewan. TransDirect also has vault and storage facilities in Kelowna, British Columbia and storage facilities in Saskatoon, Saskatchewan.

The CNQ has neither approved nor disapproved the contents of this press release. The CNQ does not accept responsibility for the adequacy or accuracy of this release.

For further information please contact:

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VisionSky Corp.
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