FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

VisionSky Corp. ("**VisionSky**" or the "**Company**")
400, 2424 - 4th Street S.W.
Calgary, Alberta T2S 2T4

2. Date of Material Change:

December 27, 2012.

3. News Release:

A news release was issued on December 27, 2012 by the Company and disseminated through the facilities of a recognized news wire service.

4. Summary of Material Change:

Effective December 27, 2012, the Company entered into an arrangement agreement (the "**Arrangement Agreement**") with Dixie Energy Trust ("**Dixie**"), an unlisted Alberta-based open-ended limited-purpose trust engaged, through its subsidiaries, in the exploration and development of oil and gas assets in the southern United States. The Arrangement Agreement contemplates the exchange of all of the outstanding securities of VisionSky for securities of Dixie in accordance with and pursuant to the terms of a plan of arrangement under the *Business Corporations Act* (Alberta) (the "**Arrangement**").

5. Full Description of Material Change:

Effective December 27, 2012, the Company entered into the Arrangement Agreement with, among others, Dixie. The Arrangement Agreement contemplates the exchange of all of the outstanding securities of VisionSky for securities of Dixie in accordance with and pursuant to the terms of a plan of arrangement under the *Business Corporations Act* (Alberta). Pursuant to the terms of the Arrangement, the transaction will result in: (i) the exchange of all of the issued and outstanding common shares of VisionSky ("**VisionSky Shares**") for 2,018,910 trust units of Dixie ("**Dixie Units**"), representing an exchange ratio of 0.125 of a Dixie Unit per VisionSky Share, (ii) the exchange of all of the issued and outstanding warrants to purchase VisionSky Shares for 1,875,000 warrants to purchase Dixie Units ("**Dixie Warrants**"), each Dixie Warrant exercisable for one Dixie Unit at an exercise price of $0.80 per Dixie Unit until March 4, 2013, at 4:30 p.m. (Calgary time), representing an exchange ratio of 0.125 of a Dixie Warrant for every one VisionSky Share purchase warrant, and (iii) the exchange of all issued and outstanding options to purchase VisionSky Shares for 201,891 options to purchase Dixie Units ("**Dixie Options**"), each Dixie Option exercisable for one Dixie Unit at an exercise price of $0.80 per Dixie Unit until March 4, 2013, at 4:30 p.m. (Calgary time), representing an exchange ratio of 0.125 of a Dixie Option for every one option to purchase a VisionSky Share.

The Arrangement is conditional upon (i) requisite court, governmental, legal, regulatory, corporate, securityholders, and third party approvals, consents and waivers (to the extent required in respect of the Arrangement) being obtained and the receipt of all necessary regulatory orders, exemptions, and rulings in each case on terms and conditions, if any, satisfactory to the parties thereto, and (ii) there being no adverse change in the affairs, assets, liabilities, business, or financial condition or prospects of the parties.

In order to consider the implications of the Arrangement, the Board of Directors of VisionSky established a special committee. The special committee retained Evans & Evans, Inc. as an independent financial advisor to assist it in evaluating the proposed Arrangement. In this regard, the special committee received an opinion from Evans & Evans, Inc., that, subject to the assumptions, limitations and qualifications contained therein, the Arrangement is fair, from a financial point of view, to holders of VisionSky securities (the "**Fairness Opinion**").

The special committee considered, among other things (i) the terms of the proposed transaction, (ii) the business of Dixie and the state of its development, (iii) the limited number of other alternatives currently available to the Company and (iv) the Fairness Opinion and concluded that entering into the transaction is desirable and that shareholders ought to have the opportunity to decide to approve the Arrangement and, if approved, exchange their VisionSky Shares for Dixie Units in accordance with the exchange ratio.

After considering the recommendation of the special committee and the Fairness Opinion, the Board of Directors (with one director, who is a director of the administrator of Dixie and a trustee of Dixie, and another who is an officer of the administrator of Dixie abstaining) unanimously concluded that the Arrangement is in the best interests of VisionSky and is reasonable and fair in the circumstances. Accordingly, it is recommending that shareholders approve the Arrangement.

The required information for shareholders of VisionSky to consider this transaction and to vote on the special resolution to approve the Arrangement will be contained in an information circular to be mailed or distributed electronically to VisionSky shareholders in January 2013.

Complete details of the terms of the Arrangement are set out in the Arrangement Agreement, which has been filed by VisionSky and is available for viewing at www.sedar.com.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this material change report is:

John Mackay, Chief Executive Officer
Tel: (403) 619-3637

9. Date of Report:

January 4, 2013.

Forward-Looking Statement Advisory

This material change report may contain forward-looking statements and forward-looking information, including statements and information regarding completion of the Arrangement, the anticipated benefits of the Arrangement and the business and anticipated future activities of Dixie. The words "believe", "expect", "intend", "estimate", "anticipate", "project", "scheduled", and similar expressions, as well as future or conditional verbs such as "will", "should", "would", and "could" often identify forward-looking statements and forward-looking information. These statements and information are only predictions. Actual results and events may differ materially from those contemplated by these forward-looking statements and information due to these statements and information being subject to a number of risks and uncertainties. Undue reliance should not be placed on these forward-looking statements and forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements and forward-looking information involve numerous assumptions, known and unknown risks and uncertainties, both general and specific that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements and forward-looking information will not occur. These risks and uncertainties include, but are not limited to, the failure of the Company to secure the necessary consents (including securityholders' and court approvals); the general business and economic conditions in geographic areas where Dixie may carry on operations; legislative or regulatory developments; changes in prevailing interest rates; and the availability and terms of financing. Although the Company believes that the expectations represented by such forward-looking-statements and forward-looking information are reasonable based on the information available to them on the date of this press release, there can be no assurance that such expectations will prove to be correct. VisionSky undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, except as required by law.