

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

FAIR SKY RESOURCES INC.
SUITE 860, 401 – 9TH AVENUE SW
CALGARY, ALBERTA T2P 3C5

Item 2 Date of Material Change

April 5, 2006

Item 3 News Release

The Press Release with respect to the change was disseminated through CNN Mathews, and Canada Stockwatch on April 5, 2006 and filed on the Sedar website at www.sedar.com.

Item 4 Summary of Material Change

Fair Sky completed its previously announced amalgamation with Primax Capital Corp. ("Primax") and the common shares of Fair Sky began trading on the TSX Venture Exchange.

Item 5 Full Description of Material Change

Fair Sky has completed its amalgamation with Primax as described in the joint management proxy circular of Fair Sky and Primax dated February 14, 2006, a copy of which is available for review at the SEDAR website, www.sedar.com. The amalgamated corporation will carry on as "Fair Sky Resources Inc.", and its common shares began trading on the TSX Venture Exchange on Wednesday, April 5, 2006. Upon commencement of trading, Fair Sky had 10,059,200 common shares issued and outstanding.

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

Not applicable

Item 7 Omitted Information

Not applicable

Item 8 Executive Officer

The name of the Senior Officer of Fair Sky Resources Inc. who is knowledgeable about the material change and who can be contacted by the Commission is:

Mr. Timothy Kemp
President
Fair Sky Resources Inc.
Suite 860, 401 – 9th Avenue
Calgary, AB T2P 3C5
403-264-5337

Item 9 Date of Report

The foregoing accurately discloses the material change referred to in this report.

Dated at the City of Calgary, in the Province of Alberta this 5th day of April, 2006.

Fair Sky Resources Inc.

Per: "Timothy R. Kemp"
Timothy Kemp
President