

PRESS RELEASE

APEX CAPITAL CORP. ANNOUNCES PROPOSED ACQUISITION OF TRAXION ENERGY INC. AS QUALIFYING TRANSACTION

For Immediate Release Not for Dissemination in the United States

Calgary, Alberta
September 27, 2006

Apex Capital Corp. ("Apex"), a capital pool company with its shares listed and posted for trading on the TSX Venture Exchange (the "Exchange"), is pleased to announce that it has reached an agreement in principle to acquire all of the issued and outstanding shares of Traxion Energy Inc. ("Traxion"), an Alberta corporation active in the oil and gas industry. The parties have entered into a letter of intent (the "Letter Agreement") dated September 8, 2006 with respect to the proposed transaction (the "Acquisition"). It is intended that the Acquisition will constitute the "Qualifying Transaction" of Apex within the meaning of Exchange Policy 2.4.

Terms of Proposed Qualifying Transaction

The Letter Agreement, which was negotiated at arm's length between Apex and the Traxion shareholders, contemplates that Apex will acquire, by way of an exempt takeover bid, all of the issued and outstanding shares of Traxion for aggregate consideration of \$5,164,723 payable entirely by way of the issuance of 12,911,808 common shares of Apex at an ascribed value of \$0.40 per share. The foregoing valuation assumes the exercise of all outstanding Traxion options for proceeds to Traxion of approximately \$35,625 and the completion by Traxion of a private placement to raise gross proceeds of \$1,030,000 (the "Traxion Private Placement") which is described in detail below. In the event the options are not exercised or the full Traxion Private Placement not completed, the value of the Acquisition will be adjusted on a dollar for dollar basis. Holders of Traxion shares at the closing of the Acquisition will receive 24 common shares of Apex for each share of Traxion then held. Upon completion of the Acquisition, Traxion will be a wholly owned subsidiary of Apex, which combined entities are sometimes hereinafter referred to as the "Resulting Issuer".

Of the estimated 12,911,808 common shares of Apex to be received by the shareholders of Traxion as disclosed above, 2,000,000 (15.49%) of such shares will be subject to performance escrow restrictions and will only be released to the Traxion shareholders (as to 500,000 shares per well) in the event Traxion's next 4 wells show sufficient potential to warrant the installation of production casing in accordance with good oilfield practice. The aforementioned escrow is not mandated by the Exchange, but was negotiated between the parties as part of the business terms of the transaction.

It is anticipated that the total number of outstanding common shares of the Resulting Issuer (following the Acquisition and assuming the exercise of the Traxion options and completion of the Traxion Private Placement) will be approximately 21,244,808 common shares. Those shares will be owned, as to approximately 39.2%, by the current holders of Apex shares and as to approximately 60.8% by the holders of Traxion common shares. Accordingly, the Acquisition

will constitute a reverse takeover of Apex. In addition to the foregoing, it is anticipated that the directors of the Resulting Issuer will grant stock options, at the closing of the Acquisition, to directors, officers, employees and consultants entitling such persons to acquire up to 10% of that number of Resulting Issuer common shares then outstanding at an exercise price of \$0.40 per share.

The Acquisition remains subject to, among other things, all applicable regulatory and directors' approvals, the execution of a formal agreement and the completion of satisfactory due diligence. The parties expect that all conditions precedent will be satisfied in the ordinary course. As the Acquisition is an arm's length transaction, it is not contemplated that shareholder approval will be required. Apex anticipates filing the required Filing Statement with the Exchange during September, 2006.

As a Capital Pool Company, Apex has not yet undertaken any business operations other than the identification and evaluation of target companies, businesses or assets with a view to completing a Qualifying Transaction. As at the date hereof, Apex had cash on hand of approximately \$1.7 million, no material short term liabilities and no long term liabilities.

Traxion

Traxion was incorporated on April 29, 2003 under the *Business Corporations Act* (Alberta), and is based in Calgary, Alberta. Since its incorporation, it has been actively involved in the business of exploring for and producing oil and gas, and has amassed approximately 11,520 acres of lands (10,560 acres net) comprised of Crown leases held by Traxion and farmins on partner lands. A summary of Traxion's principal properties is as follows:

Graindale Area - Twp. 25/26 Rge. 1 W4

Traxion holds a 100% working interest ("W.I.") in 1,280 acres of land in the Graindale area of Alberta. Traxion had purchased a wellbore in section 35-25-1 W4 and subsequently re-completed it to produce a flowing Viking gas well. The well began to produce water and a pump was installed, but the well currently produces too much water to be economic. The performance profile of this well indicates a possible wellbore mechanical failure and that the well contains remaining gas, making it a re-drill candidate.

Seismic purchased over the area indicates an additional Viking drill location, on section 2-26-1 W4, which was purchased by Traxion at a Crown sale. Pending financing and a seismic program, Traxion's plan is to exploit this area in the winter of 06/07. Potential cost for two wells is approximately \$350,000 to \$400,000 per well, one of which is discussed in the Chapman Report (as defined below).

Josephine Area, Saskatchewan - Twp. 24, Rge. 28/29 W3

Traxion holds 3200 acres of land (100 % W.I.) purchased in a Saskatchewan Crown sale in June of 2003. One line of seismic has been purchased over the area, and a comprehensive seismic program is necessary to better delineate the lands. This land contains potential multi-zone gas in relatively shallow horizons. Pipeline infrastructure is undeveloped in the immediate area, the closest tie-in point being six miles away, but activity in the area is rising with a growing number of drilled and cased wells in the area. This area is not covered by the Chapman Report.

Pakowki Area, Alberta - Twp. 4, Rge. 7 W4

Traxion has secured two option agreements on a total of 1,280 acres of land containing potential oil and gas. Traxion maintains a 75% W.I. upon completion and tie-in of each proposed well. Two potential drill locations have been identified; both being Sunburst sand prospects at approximately 1,000m depth. An existing well, 6-22 will be offset and re-drilled for by-passed Sunburst gas, based on two lines of seismic purchased over the area. The Sunburst sand in the 6-22 well tested 2.4 MMcf/d. A second Pakowki well will be drilled for by-passed pay, as identified on the offset well, 7-13, which tested 200 ft oil and 150 ft water. Total cost for these two locations is \$1,150,000 allocated \$650,000 to the 6-22 well and \$500,000 to the 7-13 well. Only the 6-22 well is discussed in the Chapman Report. This well will be drilled when financing is available. The well on section 13 is conditional upon completion of a successful seismic program and financing.

Comrey Area - Twp. 2, Rge. 6 W4

Traxion has a 100% W.I. in a 2,560 acre farm-in block in the Comrey area on which it shot 21 km of seismic to identify two drill locations targeting Bow Island gas at a depth of 850 metres. Uphole gas potential exists in the 2nd White Specks and Medicine Hat zones. The projected cost to drill and tie-in two locations is \$1,350,000. One location has been surveyed and the work program will continue upon financing.

Bow Island Area - Twp. 7, Rge. 12/13 W4

Traxion has a seismic option on 2,560 acres over potential Glauconite oil and Bow Island gas. Traxion will earn a 75% W.I. upon completion and tie-in. The average depth is 1,000 metres. A seismic program will commence upon financing. The anticipated cost of Traxion exercising its seismic option and drilling and completing a Glauconite oil well is estimated at \$600,000. Traxion will earn rights to 1 section (640 acres) for each well drilled and completed on a rolling option basis. This area is not covered by the Chapman Report.

Granlea Area - Twp. 8, Rge.9 W4

In the Granlea area Traxion has the right to earn a 100% W.I. in 640 acres of land under an option to drill. Traxion purchased two lines of seismic to identify a structurally higher location than the offset well which tested gas from the Sawtooth zone. Gas potential also exists in the Sunburst sand which produces in the area. Drilling depth is approximately 1,000 metres and drilling costs are estimated at \$300,000. The work program will commence pending financing. This area is not covered by the Chapman Report.

3D Seismic Joint Venture

Traxion has secured a 3D seismic joint venture with a publicly traded royalty trust to evaluate 20 sections of 3D seismic covering potential Devonian Arcs and Mississippian oil. Upon evaluating and interpreting the 3D seismic, Traxion will post and bid on Crown acreage, carrying the joint venture partner for 35% of the land costs. Traxion will then have a 65% W.I. in the property, with the potential to farm-in on the remaining 35%.

Chapman Petroleum Engineering Ltd. ("Chapman"), an independent qualified reserves evaluator, has prepared a report (the "Chapman Report") in respect of certain of Traxion's properties (specifically, the Comrey, Graindale and Pakowki Areas) entitled "Reserve and Resource Assessment and Economic Evaluation Gas Properties" dated August 14, 2006 with an effective date of August 1, 2006. The Chapman Report complies with the requirements of National Instrument 51-101 as adopted by the Canadian securities regulators. A summary of certain portions of the Chapman Report is as follows:

Summary of Oil and Gas Reserves
as of July 31, 2006

Net to Appraised Interest

Constant Prices and Costs (CDN\$)

Reserves Category	Reserves					
	Light and Medium Oil		Sales Gas		Natural Gas Liquids	
	Gross (MSTB)	Net (MSTB)	Gross (MMscf)	Net (MMscf)	Gross (Mbbls)	Net (Mbbls)
Proved Undeveloped	0	0	338	269	0	0
Probable Undeveloped	0	0	1,944	1,365	0	0
Total Proved Plus Probable	0	0	2,282	1,634	0	0

Net Present Values Of Future Net Revenue
Including Alberta Royalty Tax Credit

Net to Appraised Interest

Constant Prices and Costs (CDN\$)

Reserves Category	Before Income Taxes Discounted at (%/Year)			After Income Taxes Discounted at (%/Year)		
	0	10	15	0	10	15
	(M\$)	(M\$)	(M\$)	(M\$)	(M\$)	(M\$)
Proved Undeveloped	958	473	327	670	293	179
Probable Undeveloped	6,695	3,694	2,879	4,663	2,478	1,878
Total Proved Plus Probable	7,653	4,167	3,206	5,333	2,771	2,057

Readers are cautioned that the estimated values disclosed do not represent "fair market value". In preparing the foregoing, Chapman used a constant price for natural gas of \$7.07 per MMBTU based in the AECO spot price as at July 31, 2006. For clarification on this point and other matters, the foregoing should be read in conjunction with the full Chapman Report which will be available on the SEDAR website at www.sedar.com.

Based on management prepared financial statements, as at June 30, 2006 Traxion had net assets of \$528,738, a working capital deficit of \$50,729 and \$15,000 in long term debt. The following is a summary of selected financial data in respect of Traxion for the six month period ending June 30, 2006 and for the fiscal year ended December 31, 2005, in both cases based on management prepared financial statements:

	6 Months Ended June 30, 2006 (\$) (unaudited)	12 Months Ended December 31, 2005 (\$) (unaudited)
Current Assets	77,820	569,866
Oil & Gas Assets	471,212	360,427
Other Assets	86,405	77,711
Total Assets	672,287	1,017,429
Current Liabilities	128,548	454,722
Long Term Liabilities	15,000	nil
Total Liabilities	143,548	454,722
Working Capital Surplus (Deficiency)	(50,729)	115,145
Revenue	203,610	460,391
Operation Expenses	175,270	42,065
General and Administrative Expenses	159,509	170,072
Net Income (Loss)	(129,423)	15,642
Shareholders' Equity	528,738	562,707
Dividends	nil	nil

The following persons beneficially own or control more than 10% of the common shares of Traxion:

James R. Ehret, the President and a Director of Traxion, of Calgary, Alberta (36.69%)
 Frank van der Vliet, VP Exploration and a Director of Traxion, of Calgary, Alberta (13.35%)
 Bob McMahan, Director of Traxion, of Houston, Texas (16.94%)

Resulting Issuer

Following completion of the Acquisition, it is anticipated that the Resulting Issuer will have a Board of Directors comprised of 5 members, being Messrs. James Ehret, Frank van der Vliet, Arthur Flaws, Burkhard Franz and Brent Walter. It is further anticipated that Mr. Ehret will serve as President, Chief Executive Officer and interim Chief Financial Officer pending the Resulting Issuer finding a suitable candidate to fill the position on a permanent basis. Mr. Ehret is financially literate, and the Resulting Issuer will retain such professional assistance as may be required in order to assist Mr. Ehret in satisfactorily performing the duties of the CFO. Mr. van der Vliet will serve as Vice-President, Exploration.

It is anticipated that the Resulting Issuer will have initial working capital in excess of \$2,500,000. There is no financing contemplated by Apex in connection with the subject Acquisition, although the Letter Agreement provides that Traxion may, prior to the closing of the Acquisition, complete the Traxion Private Placement pursuant to which it would raise up to \$1,030,000 by issuing up to 100,000 common shares at not less than \$9.60 per share (\$11.00 if issued on a flow-through basis). The private placement is not brokered, although Traxion may pay a finder's fee of up to 8% of the gross proceeds of the offering to arm's length parties who assist with the completion of the private placement. It is anticipated that the proceeds of the offering will be primarily used to develop certain of the proved undeveloped and probable reserves of Traxion as disclosed in the Chapman Report.

The business experience of the aforementioned individuals is as follows:

James R. Ehret

Mr. Ehret is the founder, President, and a Director of Traxion Energy Inc. He was recently Executive V.P. of C-TECH Energy Services Inc., an oilfield service provider and manufacturer. Mr. Ehret was a founding officer of this Exchange listed issuer and served as a member of the Board of Directors. He is also a director of Gyrodata Canada, a privately held Houston-based oilfield service provider. Mr. Ehret has previously held management and operations positions with national and international oil and gas operators and international oilfield service providers. Mr. Ehret holds a Petroleum Technology Diploma from SAIT and a Petroleum Engineering Degree from Montana Tech.

Frank van der Vliet

Mr. van der Vliet currently serves as a Director and Vice-President, Exploration of Traxion. He has worked as a petroleum exploration geologist for over 30 years for both large and junior oil and gas operators. Mr. van der Vliet was Chief Operating Officer, co-founder, and a director of Tectonic Energy. Prior to that, he was VP Exploration of Brigdon Resources. Mr. van der Vliet holds a B.Sc., Geology from the University of Calgary and a Petroleum Technology Diploma (Geology) from S.A.I.T.

Burkhard Franz

Mr. Franz graduated as an engineer from the Raumberg, Austria State College department of agriculture in 1972. He was the co-founder, Chairman, President, and CEO of Schwanberg International Incorporated (TSXV) (now Mystique Energy, Inc.), from June, 1998 to December, 2003. He is currently President and a Director of Apex (TSXV), as well as President and a Director of Oromote Resources Inc. (TSXV).

Arthur D. Flaws

Mr. Flaws is a director of Traxion and is currently an officer and Senior Vice President of Mahalo Energy Inc., a TSX listed company. He is a member of APPEGA and has served in numerous engineering and management capacities for Alberta based oil and gas operators over the past 26 years. Mr. Flaws has a Petroleum Technology Diploma from N.A.I.T. and a Petroleum Engineering Degree from Montana Tech.

Brent J. Walter

Mr. Walter received his LL.B. from the University of Saskatchewan in 1990. Since 2004, he has been a lawyer with the law firm ProVenture Law LLP, and practices primarily in the areas of securities and corporate/commercial law. He presently serves as a director, senior officer and member of the audit committee of a number of public and private corporations, including Fair Sky Resources Inc., Mystique Energy, Inc. and Anglo Minerals Ltd., all of which are Exchange listed issuers. He is a member of the Law Societies of Alberta and Saskatchewan, as well as the Canadian Bar Association.

Upon completion of the Acquisition, the following individuals are expected to be Insiders (within the meaning of Exchange policies): Messrs. Ehret, van der Vliet, Franz, Flaws and Walter.

Brent Walter, a director of Traxion and a proposed director of the Resulting Issuer, beneficially owns or controls 155,000 common shares of Apex representing approximately 1.9% of the issued and outstanding shares of Apex. Mr. Walter's spouse, Anita Walter, beneficially owns or controls 16,143 common shares of Traxion representing approximately 3.69% of the issued and outstanding shares of Traxion prior to giving effect to the Traxion Private Placement.

Apex has made application to the Exchange for an exemption from the sponsorship requirements applicable to the Acquisition in accordance with Exchange Policy 2.2. The common shares of Apex will not resume trading until either the aforementioned application for an exemption has been accepted by the Exchange or a sponsor has been retained in accordance with Exchange Policies 2.2 and 2.4. There can be no assurance that the Exchange will grant an exemption from the sponsorship requirements.

For further information concerning the Acquisition and this Press Release, please contact Burkhard Franz, President of Apex Capital Corp., or James Ehret, President of Traxion Energy Ltd., as follows:

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Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

Certain statements contained in this press release may contain words such as "could", "should", "expect", "believe", "will" and similar expressions and statements relating to matters that are not historical facts are forward-looking statements. Such forward-looking statements are subject to both known and unknown risks and uncertainties which may cause the actual results, performances or achievements of Fair Sky to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the receipt of required regulatory approvals, the availability of sufficient capital, the estimated cost and availability of funding for the continued exploration and development of Fair Sky's prospects, political and economic conditions, commodity prices and other factors.

Readers are cautioned that estimates of future net revenue, whether calculated without discount or using a discount rate, do not represent fair market value of reserves.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. The TSX Venture Exchange Inc. has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.