



Form 51-102F3 | Material Change Report

Item 1 – Name and Address of Company

Bluesky Digital Assets Corp. (the "Corporation")
First Canadian Place | 100 King Street West, Suite 5700
Toronto, Ontario | M5X 1C9

Item 2 – Date of Material Change

January 20, 2025

Item 3 – News Release

A news release was issued by the Corporation via Newsfile Corp. on January 8, 2025 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4 – Summary of Material Change

On January 8, 2025 Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF) announced via press release, that it had agreed to enter into business development agreements with certain consultants where the corporation has agreed to issue 7,500,000 common shares as compensation. Upon the issuance of the common shares, no change of control of the corporation will occur. The consultants have been retained to assist the corporation in sourcing acquisition targets to further advance the corporation's AI business model.

The Common Shares were issued at a price of \$0.17 USD / \$0.25125 CAD on January 14, 2025. The previous day closing price on the Corporation's Common Shares was \$0.305 CAD and the Corporation issued the shares using the CSE's Policy 6.2(2) where any previous day closing price at or below \$0.50 CAD can be subject to a discount, where the discount shall not exceed the Maximum Permitted Discount which is 25% of the previous day closing price. The 25% discount amounted to \$0.07625 CAD implying that the lowest allowable issue price would be \$0.22875 CAD per Common Share. The shares were given to the consultants on January 20, 2025 completing the previously announced transaction.

The issuance of the combined 7,500,000 Common Shares is a material event as defined by NP 51-201 as the aforementioned issuance will increase the total number of the Corporation's issued and outstanding Common Shares from 59,108,416 to 66,608,416.

Item 5 – Full Description of Material Change

5.1 Full Description of Material Change

Refer to "Appendix A" for complete details of the Material Change.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Frank Kordy, Secretary & Director | T: (647) 466-4037 | E: frank.kordy@blueskydigitalassets.com

Item 9 – Date of Report

January 22, 2025

APPENDIX – A



News Release

Bluesky Digital Assets Corp. Secures \$750,000 CAD Credit Facility.

FOR IMMEDIATE RELEASE

Toronto, Ontario, January 7, 2025 – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), ("Bluesky" or the "Corporation") announced today that it had closed and that it had secured a unsecured revolving credit facility (the "Facility") from a group of three private lenders (the 'Syndicate') for the combined amount of \$750,000 CAD. The Facility bears a cash interest rate of 8% per annum. The Facility can be drawn upon in multiple advances. Any funds drawn upon will be used for general working capital purposes while the company advances its research and development and of its AI endeavors and to further advance the Corporation's BlueskyINTEL platform.

The Corporation has also agreed to enter into business development agreements with certain consultants where the Corporation has agreed to issue 7,500,000 Common Shares as compensation. Upon the issuance of the Common Shares, no change of control of the Corporation will occur. The Consultants have been retained to assist the Corporation in sourcing acquisition targets to further advance the Corporation's AI business model.

About Bluesky Digital Assets Corp.

Bluesky Digital Assets Corp, has created a high value digital enterprise at the intersection of Artificial Intelligence, Blockchain and Web3 business solutions. Leveraging its success as an early adopter providing proprietary technology solutions, Bluesky has invested in its Roadmap. Bluesky's platform, BlueskyINTEL, is well positioned to leverage the current exponential growth of Artificial Intelligence ("AI") and Blockchain based technologies through a tightly focus built collaborative platform. This innovative web platform offering supports and better enables businesses to adopt and utilize these emerging and developing technologies.

For more information please visit Bluesky at: www.blueskydigitalassets.com or www.blueskyintel.com

Please also follow us on LinkedIn at: www.linkedin.com/company/bluesky-digital-assets/

For further information please contact:

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Forward-Looking Statements

This news release may contain assumptions, estimates, and other forward-looking statements regarding future events. Such forward-looking statements involve inherent risks and uncertainties and are subject to factors, many of which are beyond the Company's control that may cause actual results or performance to differ materially from those currently anticipated in such statements. Information set forth in this news release may involve forward-looking statements under applicable securities laws. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this document are made as of the date of this document and the Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. This news release does not constitute an offer to sell or solicitation of an offer to buy any of the securities described herein and accordingly undue reliance should not be put on such. Neither CSE nor its Regulation Services Provider as that term is defined in the policies of the CSE accepts responsibility for the adequacy or accuracy of this release. We seek safe harbor.