

Form 51-102F3 | Material Change Report

Item 1 – Name and Address of Company

Bluesky Digital Assets Corp., Formally Gunpowder Capital Corp. (the "Corporation")
8 King Street East | Suite 1005
Toronto, Ontario | M5C 1B5

Item 2 – Date of Material Change

December 2nd, 2019

Item 3 – News Release

A news release for Bluesky Digital Assets Corp., dated Dec 2nd, 2019, was disseminated through Newsfile Corp. A copy of the full News Release is attached to this report as "Schedule 'A'".

Item 4 – Summary of Material Change

Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF), (Frankfurt: YS6N), announced that on November 30th, 2019 the Corporation was informed by FINRA and by the OTC Markets that "BTCWF" had been assigned as the Corporation's new trading symbol for its Common Shares and that effective at market open today, the Corporation's Common Shares will commence trading under the new trading symbol on the OTC Markets. With the assignment of the BTCWF trading symbol, the Corporation had completed its corporate name change from "Gunpowder Capital Corp." to "Bluesky Digital Assets Corp." Effective December 2nd, 2019 09629B107 and CA09629B1076 had been assigned as the CUSIP and ISIN numbers to the Corporation's Common Shares and 09629B206 and CA09629B2066 had been assigned as the CUSIP and ISIN numbers to the Corporation's Class – A Preferred Shares.

The name change described above is a material event as defined by NP 51-201 as the aforementioned changes have assigned new ISIN and CUSIP numbers to all classes of the Corporation's listed securities. Furthermore, in addition to the Corporation's existing business strategy, the Corporation's business strategy now includes making further investments into the technology sector and developing its own technology solutions.

Item 5 – Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, see Schedule "A"

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@gunpowdercapitalcorp.com

Item 9 – Date of Report

December 2nd, 2019

Schedule "A"

News Release

Bluesky Digital Assets Corp., Assigned BTCWF As Its OTC Markets Trading Symbol

FOR IMMEDIATE RELEASE

December 2nd, 2019

Toronto, Ontario, December 2nd, 2019 – Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF), (Frankfurt: YS6N), (the “Corporation”) announced today that on November 30th, 2019 the Corporation was informed by FINRA and by the OTC Markets that “BTCWF” had been assigned as the Corporation’s new trading symbol for its Common Shares and that effective at market open today, the Corporation’s Common Shares will commence trading under the new trading symbol on the OTC Markets. With the assignment of the BTCWF trading symbol, the Corporation has completed its corporate name change from “Gunpowder Capital Corp.” to “Bluesky Digital Assets Corp.”

Effective December 2nd, 2019 09629B107 and CA09629B1076 had been assigned as the CUSIP and ISIN numbers to the Corporation’s Common Shares and 09629B206 and CA09629B2066 had been assigned as the CUSIP and ISIN numbers to the Corporation’s Class – A Preferred Shares. As a reminder, the Corporation’s Class – A Preferred Shares aren’t listed for trading in the United States.

The Corporation has been informed by CDS in Canada, that the qualification of Corporation’s ISIN numbers hasn’t been completed and that the Corporation’s Common Shares and Class – A Preferred Shares will be temporarily halted until the qualification process has been completed. The Corporation is working with CDS on this matter and expects that the trading halt will be lifted by CDS and by the CSE no later than Thursday December 5th, 2019.

The Corporation is still in the process of finalizing its new corporate website and will issue a press release once the website is completed and ready for launch.

About Bluesky Digital Assets Corp.

Bluesky Digital Assets Corp, is building a high value digital currency enterprise. Bluesky mines digital currencies, such as Bitcoin and Ether, and is developing value-added technology services for the digital currency market, such as digital mining proprietary software. Offering a complete ecosystem of value-creation, Bluesky’s digital currency mining will re-invest its mining profit. A percentage of the profit will be invested in the development of a proprietary Artificial Intelligence (“AI”) based technology. Overall, Bluesky takes an approach that enables the Corporation to scale, and respond to changing conditions, within the still-emerging digital currency industry. The Corporation is poised to capture value in successive phases as this industry continues to scale.

For further information please contact:

Mr. Ben Gelfand CEO & Director Bluesky Digital Assets Corp. T: (416) 363-3833 E: ben.gelfand@gunpowdercapitalcorp.com	Mr. Frank Kordy Secretary & Director Bluesky Digital Assets Corp. T: (647) 466-4037 E: frank.kordy@gunpowdercapitalcorp.com
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Forward-Looking 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.