



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

August 18th, 2020

Item 3 – News Release

A news release for Bluesky Digital Assets Corp., August 18th, 2020, 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), (OTC Pink: BTCWF), announced that it had completed the acquisition of the ASIC mining machines ("ASIC equipment") that the Corporation previously announced, via press release, back on May 12th of this year. The Corporation has agreed to issue 1,277,778 Common Shares to settle \$230,000.00 CDN of debt that is owed to the former owners of the ASIC equipment that Bluesky has acquired. The Corporation has also agreed to issue an additional 25,556 at a price of \$0.18 CDN per Common Share as an interest payment on the \$230,000.00 CDN owed to the former owners which the Corporation agreed to be paid if the transaction was finalized in Common Shares versus cash. The Corporation has also agreed to issue 138,888 Common Shares at a price of \$0.18 CDN per Common Share to settle debt owed to one Director of the Corporation.

The issuance of 1,442,222 of the Corporation's Common Shares as described above is a material event as defined by NP 51-201 as the aforementioned issuance will increase the total number of the Corporation's issued common shares from 16,894,689 (As At Aug 17th, 2020). to 18,336,911 (As At Aug 18th, 2020).

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@blueskydigitalassets.com

Item 9 – Date of Report

August 18th, 2020

Schedule "A"



News Release

THIS NEWS RELEASE IS NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES.

Bluesky Digital Assets Corp., Engages Financial Advisory Firm, Completes Acquisition.

FOR IMMEDIATE RELEASE

Toronto, Ontario, August 18th 2020 – Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTC Pink: BTCWF), (“Bluesky” or the “Corporation”) is pleased to announce that it has engaged Regent Capital Partners of Toronto to act as financial advisors and to provide consulting services to the Corporation. The Corporation will commence a private placement raise of equity and it will use Regent to assist in that endeavor. The Corporation will announce the terms of the private placement once it commences. For more information about Regent please visit www.regentcp.ca

Furthermore, the Corporation is also pleased to announce that it has completed the acquisition of the ASIC mining machines (“ASIC equipment”) that the Corporation previously announced, via press release, back on May 12th of this year.

The previous owners of the ASIC equipment were co-located within the same hosting facility as Bluesky. The former owners of the ASIC equipment elected to hold off on receiving payment so they could observe how the Corporation could enhance the ASIC equipment’s performance and digital mining capabilities. Based on the successful test period results, the former owners of the ASIC equipment have elected to accept Common Shares of the Corporation instead of cash as compensation for the ASIC equipment at an above market price of Eighteen Cents (“\$0.18”) per Common Share. As at market close on Monday August 17th, the Corporation’s Common Shares closed at a price of \$0.165 CDN per Common Share.

The Corporation has agreed to issue 1,277,778 Common Shares to settle \$230,000.00 CDN of debt that is owed to the former owners of the ASIC equipment that Bluesky has acquired. The Corporation has also agreed to issue an additional 25,556 at a price of \$0.18 CDN per Common Share as an interest payment on the \$230,000.00 CDN owed to the former owners which the Corporation agreed to be paid if the transaction was finalized in Common Shares versus cash.

The Corporation has also agreed to issue 138,888 Common Shares at a price of \$0.18 CDN per Common Share to settle debt owed to one Director of the Corporation.

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 is targeting reinvesting appropriate portions of its digital currency mining profits back into its operations. 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 more information please visit www.blueskydigitalassets.com

For further information please contact:

Mr. Ben Gelfand
CEO & Director
Bluesky Digital Assets Corp.
T: (416) 363-3833
E: ben.gelfand@blueskydigitalassets.com

Mr. Frank Kordy
Secretary & Director
Bluesky Digital Assets Corp.
T: (647) 466-4037
E: frank.kordy@blueskydigitalassets.com

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.

