



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

December 4th, 2020

Item 3 – News Release

A news release for Bluesky Digital Assets Corp., December 4th, 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 closed the second and final tranche of its previously announced non-brokered private placement financing. In total the Corporation raised \$82,250.00 CDN in the second tranche via the sale of 913,888 Units. With the closing of the second tranche the Corporation in total raised \$805,750.00 CDN via the sale of the sale of 27,844,732 Units.

The issuance of 8,952,778 Units 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 18,891,954 (As At Dec 3rd, 2020) to 27,844,732 (As At Dec 4th, 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

December 4th, 2020

Schedule "A"



News Release

Bluesky Digital Assets Corp. Announces the Closing of its Non-Brokered Private Placement. Raises \$805,750.00 CDN

FOR IMMEDIATE RELEASE

Toronto, Ontario, December 4th, 2020 – Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTC Pink: BTCWF), ("Bluesky" or the "Corporation") announced today that it had closed the second and final tranche of its previously announced non-brokered private placement financing. In total the Corporation raised Eighty-Two Thousand, Two Hundred and Fifty Dollars ("82,250.00") CDN in the second tranche via the sale of Nine Hundred and Thirteen Thousand, Eight Hundred and Eighty-Eight ("913,888") Units. With the closing of the second tranche, the Corporation in total raised Eight Hundred and Five Thousand, Seven Hundred and Fifty Dollars ("805,750.00") CDN via the sale of the Eight Million, Nine Hundred and Fifty-Two Thousand, Seven Hundred and Seventy-Eight ("8,952,778") Units.

As previously stated in the Corporation's November 24, 2020 press release, all Units were offered at a price of Nine Cents ("0.09") CDN per Unit. Each Unit consists of One Common Share (a "Share") in the capital of the Corporation and one Common Share Purchase Warrant ("Warrant"), with each Warrant entitling the holder thereof to purchase one additional Common Share of the Corporation at an exercise price of Fifteen Cents ("0.15") CDN per Common Share for a period of 36 months from the closing of the financing. All common shares issued in connection with this placement will be subject to a four month plus one day hold period under applicable Canadian securities laws. With the issuance of the 8,952,778 Units from this private placement, the Corporation now has 27,844,732 Common Shares issued and outstanding.

Proceeds from the financing will be used for purchasing of additional Digital Asset Mining Equipment, advancing the company's DeFi Division and projects; (Bluesky DeFi) and further development of our AI product. We will have additional details in the coming weeks and months on all fronts.

"With Bitcoin recently hitting an all time of nearly US\$20,000.00 and decentralized finance gaining momentum, we are extremely excited to close on this financing and expand on our digital currency initiative," commented Ben Gelfand, CEO of Bluesky.

Bluesky is pleased to announce that ThreeD Capital Inc. (CSE: IDK), a Canadian venture capital firm that invests in disruptive companies has subscribed for 2,500,000 units in the placement for gross proceeds of \$225,000.00. In addition to participating in this private placement, Bluesky is pleased to announce that ThreeD Capital Inc CEO Sheldon Inwentash has agreed to act as a strategic advisor to Bluesky.

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:

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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.