



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

April 14th, 2021

Item 3 – News Release

A news release for Bluesky Digital Assets Corp., April 14th, 2021, 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), announced that the Corporation has applied to the Ontario Securities Commission ("OSC"), the Alberta Securities Commission ("ASC") and the British Columbia Securities Commission ("BCSC") for a management cease trade order ("MCTO").

Item 5 – Full Description of Material Change

5.1 Full Description of Material Change

On April 14, 2021, the Corporation announced that it may not be in a position to file its audited annual financial statements, management's discussion and analysis and related certifications for the fiscal year ended December 31, 2020 on or before April 30, 2021, as required, due to delays caused by the required review of certain new internal control procedures that have been implemented by the Corporation and due to other issues associated with the current COVID-19 restrictions in the Province of Ontario.

Accordingly, the Corporation has requested, and has applied for, the issuance of a MCTO under the provisions of National Policy 12-203 – Management Cease Trade Orders ("NP 12-203") from the OSC, ASC and BCSC so as to permit the continued trading in the Corporation's common shares by persons other than insiders and employees of the Corporation should the Corporation miss the required filing deadline.

To view a full copy of the press release please see Schedule "A" of this report

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

April 23rd, 2021

Schedule "A"



News Release

Bluesky Digital Assets Corp., Possible Delay in Filing Audited Annual Financial Statements

FOR IMMEDIATE RELEASE

Toronto, Ontario, April 14, 2021 – Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF), (“Bluesky” or the “Corporation” or the “Issuer”) announced that it may not be in a position to file its audited annual financial statements (the “Issuer Statements”), management’s discussion and analysis and related certifications for the fiscal year ended December 31, 2020 on or before April 30, 2021, as required, due to delays caused by the required review of certain new internal control procedures that have been implemented by the Issuer and due to other issues associated with the current COVID-19 restrictions in the Province of Ontario.

Accordingly, the Corporation has requested, and has applied for, the issuance of a management cease trade order under the provisions of National Policy 12-203 – *Management Cease Trade Orders* (“NP 12-203”) so as to permit the continued trading in the Corporation’s common shares by persons other than insiders and employees of the Corporation should the Corporation miss the required filing deadline.

The Corporation’s staff and accounting firm is working diligently with its auditors and the Corporation expects to have the audit of the Issuer Statements completed, and the Issuer Statements filed, no later than May 14, 2021 should the Issuer actually miss the April 30, 2021 filing deadline.

The Corporation also confirms that it intends to satisfy the provisions of NP 12-203 and issue bi weekly default status reports for so long as the Corporation remains in default of the financial statement filing requirement, containing any material changes to the information in this release, all actions taken by the Corporation to remedy the default, particulars of any failure by the Corporation to fulfill these provisions, any subsequent defaults of the Company requiring a default announcement and any other material information concerning the affairs of the Corporation not previously disclosed. The Corporation is not subject to any insolvency proceedings nor is there in other material information concerning the affairs of the Corporation that has not been generally disclosed.

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 Bluesky at: <https://www.blueskydigitalassets.com>

For further information please contact:

Mr. Frank Kordy
Secretary & Director
Bluesky Digital Assets Corp.
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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.