



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 28th, 2021

Item 3 – News Release

A news release for Bluesky Digital Assets Corp., March 16th, 2021, was disseminated through Newsfile Corp. announcing a Private Placement in Kind where the Corporation implemented an offering to acquire Class – A Preferred Shares via the issuance of Units of the Corporation.

Item 4 – Summary of Material Change

Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF), completed the acquisition of / received ownership of 83,517 Class – A Preferred Shares via its previously announced Private Placement in Kind offering and it completed other share issuances as outlined below in section 5.1 of this report.

Item 5 – Full Description of Material Change

5.1 Full Description of Material Change

On April 28th, 2021, the Corporation completed the acquisition of / received ownership of 83,517 Class – A Preferred Shares via its previously announced Private Placement in Kind offering. Due to the receipt of a share certificate in the amount of 83,517 Class – A Preferred Shares registered into the name of "Bluesky Digital Assets Corp." by the Corporation on April 27th, 2021, the Corporation issued 782,778 Units to the former holders of the Class – A shares. The Corporation also received a payment of \$89,980.00 CDN via the exercise of 99,978 Purchase Warrants. The Corporation also issued 19,444 Common Shares to settle \$15,750 CDN owed to one creditor. None of the issuances declared in this report were issued to any members of Management or any of the Directors of the Corporation.

The issuance of the 902,200 combined Common Shares via the exercise of 99,978 Purchase Warrants and via the issuance of 782,778 Common Shares contained in the 782,778 Units that were used to acquire the 83,517 Class – A Preferred Shares and the issuance of the 19,444 Common Shares to settle debt, as described above, are all material events as defined by NP 51-201 as the aforementioned issuances will increase the total number of the Corporation's issued Common Shares from 35,069,092 (As At April 27th, 2021) to 35,971,292 (As At April 28th, 2021).

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 28th, 2021