

**Report Pursuant to National Instrument 62-103  
and Section 5.2 of Multilateral Instrument 62-104**

**1. Security and Reporting Issuer**

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of Bluesky Digital Assets Corp. (the “Company” or “Bluesky”), First Canadian Place, 100 King Street West, Suite 5700, Toronto, Ontario, M5X 1C9. The transaction was through the facilities of the Canadian Stock Exchange.

**2. Identity of Acquirer**

ThreeD Capital Inc.  
130 Spadina Avenue, Suite 401  
Toronto, ON, M5V 2L4

The transaction described in item 1 above took place through a series of transactions ending November 12, 2021, and involved the following joint actor of ThreeD Capital Inc. (“ThreeD”):

- Sheldon Inwentash (the “Joint Actor”), 126 Old Forest Hill Road, Toronto, ON M5P 2R9

**3. Interest in Securities of the Reporting Issuer**

Through a series of transactions ending November 12, 2021 (“Acquisitions”), ThreeD and its Joint Actor acquired ownership and control of an aggregate of 985,000 common shares of the Company (the “Subject Shares”). The Subject Shares represented approximately 2.1% of all issued and outstanding common shares of the Company as at November 12, 2021. As a result of the Acquisitions, the percentage ownership held by ThreeD and the Joint Actor decreased by 4.1% from its last early warning report filed in connection with the acquisition of Bluesky shares, from which ThreeD, with the Joint Actor, reported a 30% ownership on a partially diluted basis.

Immediately prior to the Acquisitions, ThreeD and the Joint Actor owned and controlled an aggregate of 7,331,500 common shares, 4,900,000 warrants, and 500,000 options of Bluesky, representing approximately 19.5% of all issued and outstanding common shares of the Company (or approximately 29.6% on a partially diluted basis assuming exercise of the warrants and options).

Immediately following the Acquisitions, ThreeD and the Joint Actor own and control an aggregate of 8,316,500 common shares, 4,900,000 warrants, and 500,000 options of Bluesky, representing approximately 17.5% of all issued and outstanding common shares of the Company (or approximately 25.9% on a partially diluted basis assuming exercise of the warrants and options). Of this total, ThreeD held an aggregate of 5,025,000 common shares and 2,700,000 warrants of the Company representing approximately 10.6% of the

issued and outstanding common shares of the Company, (or approximately 15.3% on a partially diluted basis assuming exercise of the warrants), and the Joint Actor held an aggregate of 3,291,500 common shares, 2,200,000 warrants, and 500,000 options of the Company representing approximately 6.9% of the issued and outstanding common shares of the Company (or approximately 11.9% on a partially diluted basis, assuming exercise of the warrants and options held).

**4. Proceeds Received**

The Subject Shares were acquired for proceeds of an average price of approximately \$0.491 per Subject Share, or aggregate proceeds of \$483,367.

**5. Purpose of the Transaction**

The holdings of securities of the Company by ThreeD are managed for investment purposes. ThreeD may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its current position.

**6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company**

Not Applicable.

**7. Change in Material Fact.**

Not Applicable.

**8. Exemption.**

Not Applicable

**9. Certification**

The undersigned certifies that the information herein is true and complete in every respect.

**DATED** this 17<sup>th</sup> day of November, 2021

**THREED CAPITAL INC.**

*“Lynn Chapman”*

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Lynn Chapman  
Chief Financial Officer and Corporate Secretary