



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

January 20th, 2022

Item 3 – News Release

A news release for Bluesky Digital Assets Corp., January 20th, 2022, 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 it had closed the second and final tranche of its December 20, 2021 previously announced non-brokered private placement financing. In total the Corporation raised an additional \$1,231,250.00 CAD via the sale of 4,925,000 Units in the second tranche.

The issuance of the 4,925,000 Common Shares portion of the 4,925,000 Units 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 54,166,814 (As At Jan 19th, 2022) to 59,091,814 (As At Jan 20th, 2022).

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

January 20th, 2022

Schedule "A"



News Release

Bluesky Digital Assets Corp. Closes Oversubscribed Non-Brokered Private Placement, \$2,860,750 CAD In Total Gross Proceeds Raised.

FOR IMMEDIATE RELEASE

Toronto, Ontario, January 20th, 2021 – Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF), ("Bluesky" or the "Corporation") announced today that it had closed the second and final tranche of its non-brokered private placement financing. The Corporation raised \$1,231,250.00 CAD via the sale of 4,925,000 Units in the second tranche. Combined, the Corporation raised a grand total of \$2,860,750.00 CAD in gross proceeds via the sale of 11,443,000 Units between the two tranches.

As previously stated in the Corporation's December 20, 2021 press release, all Units were offered at a price of \$0.25 CAD per Unit. Each Unit consisted 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 \$0.40 CDN per Common Share for a period of 36 months from the closing of the financing. The Warrants in this offering will be subjected to an accelerated expiry date if certain market conditions occur which are outlined in the Corporation's subscription document. All Common Shares issued in connection with this placement are subject to a four month plus one day hold period under applicable Canadian securities laws. No securities from this offering were sold in the United States.

In connection with the closing, the Corporation also paid a combined total of \$115,900.00 CAD in finders fees and issued 463,600 Broker Warrants. The Broker Warrants were issued on the same terms as the Warrants contained in the Units of this offering.

All proceeds from the financing will be primarily used for the purchasing of additional mining equipment with the purpose of expanding the corporation's existing digital asset mining operations and for general working capital purposes.

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 proprietary technology solutions. 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 Blockchain 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. 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.