



## 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

March 28<sup>th</sup>, 2022

### Item 3 – News Release

A news release for Bluesky Digital Assets Corp., March 28<sup>th</sup>, 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 the Corporation had acquired \$1,000,000.00 CAD worth of ASIC and GPU mining rigs in exchange for 6,060,606 Common Shares of the Corporation. The 6,060,606 Common Shares issued to complete the acquisition, were issued at a price of \$0.165 CAD per Common Share. The Corporation further announced that Mr. Daniel W.K. Rafuse, L.L.L L.L.B had been appointed to the Board of Directors of the Corporation with immediate effect.

The issuance of the 6,060,606 Common Shares 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 59,191,814 (As At March 27<sup>th</sup>, 2022) to 65,252,420 (As At March 28<sup>th</sup>, 2022). The appointment of a new Director is deemed as a potential Material Change under NP 51-201.

### 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

March 28<sup>th</sup>, 2022

## **Schedule "A"**



## News Release

### **Bluesky Digital Assets Corp., Enters Into A Strategic Relationship with Monbanc Corporation, Expands Current Mining Capacity, and appoints new Director.**

**FOR IMMEDIATE RELEASE**

**Mar 28, 2022**

**Toronto, Ontario, March 28<sup>th</sup>, 2022** – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), (“Bluesky” or the “Corporation”) is pleased to announce that effective of the date of this press release, the Corporation had entered into a strategic working relationship with Monbanc Corporation (“Monbanc”) with the purpose of immediately expanding the Corporation’s current mining operations and with the goal of expanding and diversifying digital mining operations in the State of Texas. Monbanc is a well-established institutional digital asset mining, trading, and finance Company that specializes in mining hardware procurement, data centre operations, and has global supply chain relationships with Industry leading mining hardware manufacturers that are well suited to add value to Bluesky’s mining operations.

In entering the strategic relationship, the Corporation has acquired One Million Canadian Dollars Canadian (\$1,000,000.00 CAD) worth of ASIC and GPU mining rigs from Monbanc in exchange for 6,060,606 Common Shares of the Corporation. The ASIC and GPU mining rigs are currently online and in operation at the Corporation’s mining facilities. The 6,060,606 Common Shares issued to Monbanc, to complete the acquisition, were issued at a price of \$0.165 CAD per Common Share. The issuance of the Common Shares to Monbanc will not result in a change of control of the Corporation, within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. All Common Shares issued to complete the acquisition of the ASIC and GPU mining rigs from Monbanc will be subject to a four month plus one day hold period.

With this immediate addition of already mining additional assets, and in light of the positive trending crypto market over the last calendar 2021 year, the Corporation is well positioned to see an increase in realized revenue from this additional and increased mining presence and stands to benefit from the current trend of an evolving crypto market value.

The Corporation is also pleased to announce the appointment of Mr. Daniel W.K. Rafuse, LL.L LL.B to the Corporation’s Board of Directors with immediate effect. Mr. Rafuse will leverage his industry expertise and assist Bluesky in the strategic growth and planning of the Corporation’s crypto mining operations going forward. Mr. Daniel W.K. Rafuse is the Chairman and the founder of Monbanc Corporation. Previously, Mr. Rafuse served as the chairman for the Canadian Pension Tribunal. Mr. Rafuse has spent the last half of decade leading several large blockchain mining concerns.

**Daniel Rafuse, Chairman stated:** “I am elated to be joining the Board of Directors of Bluesky Digital Assets Corp. I have long been a champion of Canadian cryptocurrency miners and Bluesky Digital Assets Corp., is a public company that is very well positioned for growth in 2022. Monbanc has provided Bluesky access to Monbanc’s hosting facilities in Texas which currently have a combined pipeline of 175 MW. Texas is a very friendly environment for low cost mining and we believe we can get the most upside on Bluesky’s investment of equipment in Texas. From the perspective of the Monbanc leadership team, this acquisition of ASIC equipment by Bluesky from Monbanc, is truly a ‘win win’ deal for both organizations and this only the beginning of the relationship.”

**Ben Gelfand CEO stated:** “The acquisition of equipment and the strategic relationship we have entered into with Monbanc, presents many significant and immediate benefits to the Corporation as this relationship, and the equipment we have just acquired, will allow Bluesky to further expand its active mining operations on an expedited basis. Furthermore, the depth of the Corporation’s Board has been greatly expanded with the appointment of Daniel W.K. Rafuse joining our Board of Directors. We will be making further announcements in the near future regarding the progress of the expansion efforts of our Texas based operations.”

**Anthony R. Pearlman, COO stated:** “From an operations perspective, today’s announcements further strengthen and complement our mining operations by better diversifying our geographic presence for our mining facilities and at the same time expands our active mining inventory. The diversification of locations between Quebec and Texas serves as a risk mitigation strategy against potential regional outages by avoiding not having all of our machines in one region. The addition of a Director with substantial relationships and experience in our sector further adds an additional level of value to our mining machine buying power and contributes to the strategies we execute on with and for our mining focus.”

#### **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’s digital currency mining may re-invest its mining profit. 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](http://www.blueskydigitalassets.com) [www.blueskyintel.com](http://www.blueskyintel.com)

## **About Monbanc Corporation**

Monbanc offers a wide variety of support services to both publicly traded and private cryptocurrency mining companies including digital asset mining hosting solutions, trading finance, hosting repair and fleet management. For more information on Monbanc and the services Monbanc provides and offers please visit the company website at [www.monbanc.com](http://www.monbanc.com)

### **For further information please contact:**

Mr. Ben Gelfand CEO & Director Bluesky Digital Assets Corp. T: (416) 363-3833 E: <a href="mailto:ben.gelfand@gunpowdercapitalcorp.com">ben.gelfand@gunpowdercapitalcorp.com</a>	Mr. Frank Kordy Secretary & Director Bluesky Digital Assets Corp. T: (647) 466-4037 E: <a href="mailto:frank.kordy@gunpowdercapitalcorp.com">frank.kordy@gunpowdercapitalcorp.com</a>
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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.