



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 30, 2023

Item 3 – News Release

Not Applicable

Item 4 – Summary of Material Change

Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF) enter into two debt settlement agreements where the Corporation settled a combined amount of \$320,804.56 CAD worth of debt via the issuance of 11,839,682 Common Shares.

The issuance of the 11,839,682 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 65,591,814 to 77,431,496 (As At January 30, 2023). 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

Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF) enter into two debt settlement agreements where the Corporation settled a combined amount of \$320,804.56 CAD worth of debt via the issuance of 11,839,682 Common Shares.

The issuance of the 11,839,682 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 65,591,814 to 77,431,496 (As At January 30, 2023). The appointment of a new Director is deemed as a potential Material Change under NP 51-201.

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 30, 2023