



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

May 26, 2023

Item 3 – News Release

May 26, 2023

Item 4 – Summary of Material Change

On May 26, 2023 Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF) announced via press release that between April 28, 2023 and May 26, 2023 the Corporation had settled an combined amount of \$735,342.97 CAD in secured debt. \$652,575.00 CAD in secured debt was settled via the issuance of 13,051,500 Common Shares at a price of \$0.05 CAD per Common Share. \$82,767.97 CAD of secured debt was settled via the issuance of 2,758,932 Common Shares at a price of \$0.03 CAD per Common Share.

The Corporation previously disclosed, via a material change report dated May 8, 2023, that the Corporation was in discussions to settle more secured debt and that it would issue a press release regarding all of the debt settlement(s) once the final debt settlement(s) was completed. As of the date of this report, the discussions have ended. The Corporation previously disclosed its May 8, 2023 material change report the settlement of \$652,575.00 CAD in secured debt via the issuance of 13,051,500 Common Shares at a price of \$0.05 CAD per Common Share. This material change report is to disclose the 2,758,932 Common Shares.

The issuance of the 2,758,932 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 99,827,864 (As At May 25, 2023) to 102,586,796 (As At May 26, 2023).

Item 5 – Full Description of Material Change

5.1 Full Description of Material Change

Refer to "Appendix A" for complete details of the Material Change.

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

May 26, 2023

APPENDIX – A



News Release

Bluesky Digital Assets Corp., Announces Debt Settlement

FOR IMMEDIATE RELEASE

Toronto, Ontario, May 26, 2023 – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), (“Bluesky” or the “Corporation”) announced today that it had completed several debt settlements and that the Corporation settled an aggregate of \$735,343 CAD of secured debt owed to four creditors via the issuance of an aggregate 15,810,432 Common Shares. \$652,575 CAD was settled via the issuance of 13,051,500 Common Shares at a price of \$0.05 CAD per Common Share. \$82,768 CAD was settled via the issuance of 2,758,932 Common Shares at a price of \$0.03 CAD per Common Share. The Corporation settled the pricing for the \$82,768 on April 4, 2023. The Debt Settlement will assist the Corporation in preserving its cash for working capital and to further advance its AI endeavors.

About Bluesky Digital Assets Corp.

Bluesky Digital Assets Corp. is building a high value digital enterprise. Bluesky in its startup phase, mined digital currencies such as Bitcoin and Ether and developed value-added technology services for the digital currency market, such as proprietary technology solutions. Offering a complete ecosystem of value-creation, Bluesky has invested appropriate portions of its previous digital currency mining profits back into its operations. A percentage of the profit was invested in the development of a proprietary Artificial Intelligence (“AI”) based Blockchain 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 change, evolve, and scale.

For more information please visit Bluesky at: www.blueskydigitalassets.com or www.blueskyintel.com

Please also follow us on LinkedIn at: www.linkedin.com/company/bluesky-digital-assets/

For further information please contact:

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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.