



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

June 23, 2023

Item 3 – News Release

A news release was issued by the Corporation via Newsfile Corp. on June 23, 2023 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4 – Summary of Material Change

On May 29, 2023 Bluesky Digital Assets Corp., (CSE: BTC), (CSE: BTC.PR.A), (OTCQB: BTCWF) announced via press release, that it had entered into and that it had completed several debt settlement agreements. The Corporation settled an aggregate of \$695,500.00 CAD of secured debt owed to creditors via the issuance of an aggregate 13,910,000 Common Shares. .

The issuance of the 13,910,000 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 and outstanding Common Shares from 115,376,796 to 129,286,796 (As At June 23, 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

June 23, 2023

APPENDIX – A



News Release

Bluesky Digital Assets Corp., Announces Debt Settlement

FOR IMMEDIATE RELEASE

Toronto, Ontario, June 23, 2023 – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), (“Bluesky” or the “Corporation”) announced today that it had entered into, and that it had completed, several debt settlement agreements. The Corporation settled an aggregate of \$695,500.00 CAD of secured debt owed to creditors via the issuance of an aggregate 13,910,000 Common Shares. The debt settlement will assist the Corporation in preserving its cash for working capital and to further advance its AI endeavors. With the completion of this debt settlement, the Corporation now has a very minimal amount of debt on its balance sheet. The Corporation also granted a combined total of 8,750,000 Purchase Warrants to Consultants. Each Purchase Warrant allows the holder of the Purchase Warrant the ability to purchase 1 Common Share of the Corporation at a price of \$0.05 CAD. The Purchase Warrants have an expiry date of 36 months after the date of issuance.

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.