



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 8, 2024

Item 3 – News Release

A news release was issued by the Corporation via Newsfile Corp. on March 8, 2024 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 March 8, 2024 Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF) announced via press release, that it had implemented a change in its auditor from Raymond Chabot Grant Thornton LLP to Kenway Mack Slusarchuck Stewart LLP. The Corporation also announced that it settled a combined total of \$400,000 CAD in debt via the issuance of 8,000,000 Common Shares at a price of \$0.05 CAD per Common Share and that it had settled an additional \$27,120.00 CAD of debt via the issuance of 813,600 Common Shares at a price of \$0.03 CAD per Common Share.

The change of the Corporation's auditor is a material event as defined by NP 51-201. The issuance of the 8,000,000 Common Shares is a material event as defined by NP 51-201 as the issuance will increase the total number of the Corporation's issued and outstanding Common Shares from 160,613,296 to 168,613,296. The issuance of the 813,600 Common Shares at \$0.03 CAD was reported in a previous material change report but was omitted in the Corporation's press release dated February 22, 2024, press release.

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

March 8, 2024

APPENDIX – A



News Release

Bluesky Digital Assets Corp Announce Change of Auditor

FOR IMMEDIATE RELEASE

Toronto, Ontario, March 8, 2024 – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), (“Bluesky” or the “Corporation”) announced today that it has changed its auditors from Raymond Chabot Grant Thornton LLP (“Former Auditor”) to Kenway Mack Slusarchuck Stewart LLP (“Successor Auditor”) effective March 8, 2024. At the request of the Corporation, the Former Auditor resigned as the auditor of the Company effective March 8, 2024 and the Board of Directors of the Corporation appointed the Successor Auditor as the Corporation’s auditor effective March 8, 2024, until the next Annual General Meeting of the Corporation.

There were no reservations in the Former Auditor’s audit reports for any financial period during which the Former Auditor was the Corporation’s auditor. There are no “reportable events” (as the term is defined in National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”)) between the Corporation and the Former Auditor. In accordance with NI 51-102, the notice of change of auditor, together with the required letters from the Former Auditor and the Successor Auditor, have been reviewed by the Board of Directors of the Corporation and filed on SEDAR+ at www.sedarplus.ca.

The Board of Directors would like to thank the Former Auditor for their past work and efforts.

The Corporation further announced today that it has settled a combined total of \$400,000 CAD in debt via the issuance of 8,000,000 Common Shares at a price of \$0.05 CAD per Common Share. and an additional \$21,129 CAD in debt was settled via the issuance of 813,600 Common Shares at a price of \$0.03 CAD per Common Share. All Common Shares issued in the debt settlement are subject to a four month plus 1 day hold period. The issuance of the Common Shares will not result in a change of control of the Corporation.

About Bluesky Digital Assets Corp.

Bluesky Digital Assets Corp, has created a high value digital enterprise at the intersection of Artificial Intelligence, Blockchain and Web3 business solutions. Leveraging its success as an early adopter providing proprietary technology solutions, Bluesky has invested in its Roadmap. Bluesky’s platform, BlueskyINTEL, is well positioned to leverage the current exponential growth of Artificial Intelligence (“AI”) and Blockchain based technologies through a tightly focus built collaborative platform. This innovative web platform offering supports and better enables businesses to adopt and utilize these emerging and developing technologies.

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:

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.