



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of holders of common shares (the "**Shareholders**") of the Bluesky Digital Assets Corp. (the "**Corporation**") is to be held at the offices of the Corporation's legal counsel Garfinkle Biderman LLP, located at 1 Adelaide Street East, Suite 801, Toronto, Ontario, Canada M5C 2V9 and broadcast via teleconference at (416) 874-8100, conference code 5640789 on May 1, 2024 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the years ended December 31, 2022, and 2021, together with the report of the auditors thereon;
2. to re-appoint Kenway Mack Slusarchuck Stewart LLP as auditors of the Corporation for the ensuing year and authorize the board of directors of the Corporation (the "**Board**") to fix their remuneration;
3. to elect directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying management information circular dated April 1, 2024 (the "**Circular**");
4. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of Shareholders re-approving the Corporation's existing stock option plan, in the form attached as Schedule "B" to the Circular; and
5. to consider, and if deemed appropriate, pass, with or without variation a special resolution to authorize the Board to elect, in its sole discretion, to direct the Corporation to file one or more Articles of Amendment to amend the Corporation's Articles in order to effect one or more consolidations of the Corporation's issued shares into a lesser number of issued shares (collectively, the "**Consolidations**") and to determine, in its sole discretion, a consolidation ratio within the range of one of the Corporation's post consolidation shares for every 10 of the Corporation's pre-consolidation shares of the same class (the "**Consolidation Ratio**") and to effect, at such time as the Board deems appropriate, but in any event no later than three years after the Meeting, Consolidations of all of the Corporation's issued and outstanding shares on the basis of such Consolidation Ratio, subject to the Board's authority to decide not to proceed with any Consolidations; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

For a more detailed discussion of the above listed items, please see "Particulars of Matters to Be Acted upon at the Meeting" in the accompanying Circular.

This notice of meeting (the "**Notice of Meeting**") should be read together with the management information circular ("**Circular**") and form of proxy (the "**Form of Proxy**") or a voting instruction form ("**VIF**"), as applicable.

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed Form of Proxy to the Corporation's registrar and transfer agent, TSX Trust Company, located at: 100 Adelaide St W #301, Toronto, ON M5H 1S3, by fax: 416-595-9593, by email to

tsxtrustproxyvoting@tmx.com, or via internet at <https://www.voteproxyonline.com/pxlogin>. To be effective, a proxy must be received not later than 11:00 a.m. (Toronto time) on April 29, 2024, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof. Instead of mailing your proxy, registered Shareholders may choose to vote using the Internet in accordance with the instructions set out in the Form of Proxy.

The Board has fixed the close of business on April 1, 2024, as the record date (the “**Record Date**”) for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment or postponement thereof. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the chair (the “**Chair**”) of the Meeting at his discretion. The Chair is under no obligation to accept or reject any particular late proxy. If you vote by the Internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the Form of Proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

DATED at Toronto, Ontario, this 1 day of April, 2024.

BY ORDER OF THE BOARD OF DIRECTORS OF BLUESKY DIGITAL ASSETS CORP.

/s/ Frank Kordy _____
Frank Kordy
Secretary and Director