



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

April 3, 2024

Item 3 – News Release

A news release was issued by the Corporation via Newsfile Corp. on April 3, 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 April 3, 2024 Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF) announced via press release it will pay back the \$100,000 CAD loan that was advanced to the Corporation via the \$300,000 CAD credit facility agreement the Corporation announced it had entered into, via press release, back on February 22, 2024. The Corporation will settle the outstanding loan amount via the issuance of 3,333,333 Common Shares at a price of \$0.03 CAD per Common Share. The Corporation also announced today that it will also settle an aggregate of \$50,000 CAD of secured debt owed to a creditor via the issuance of an aggregate 1,666,667 Common Shares at a price of \$0.03 CAD per Common Share.

The issuance of the 5,000,000 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 169,522,896 to 174,522,896.

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

April 4, 2024

APPENDIX – A



News Release

Bluesky Digital Assets Corp., Announces Debt Settlement

FOR IMMEDIATE RELEASE

Toronto, Ontario, April 3, 2024 – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), (“Bluesky” or the “Corporation”) announced today that it had entered into an agreement where the Corporation will pay back the \$100,000 CAD loan that was advanced to the Corporation via the \$300,000 CAD credit facility agreement the Corporation announced it had entered into, via press release, back on February 22, 2024. The Corporation will settle the outstanding loan amount via the issuance of 3,333,333 Common Shares at a price of \$0.03 CAD per Common Share. The Corporation also announced today that it will also settle an aggregate of \$50,000 CAD of secured debt owed to a creditor via the issuance of an aggregate 1,666,667 Common Shares at a price of \$0.03 CAD per Common Share. The debt settlement will assist the Corporation in preserving its cash for working capital and to further advance its AI endeavors. The issuance of the 5,000,000 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:

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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.