



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 8, 2024

Item 3 – News Release

A news release was issued by the Corporation via Newsfile Corp. on May 1, 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 May 1, 2024 Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF) announced via press release that it had entered into a debt settlement agreement with a third party consultant for services rendered in the amount of \$45,200. The debt will be settled through the issuance of 2,008,889 common shares at a price of 2.25 cents per common share.

The issuance of the 2,008,889 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 174,522,896 to 176,209,084. It should also be noted that the aforementioned issuance was disclosed on May 1, 2024 and occurred / issued on May 8, 2024.

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 8, 2024

APPENDIX – A



News Release

Bluesky Digital Assets Corp. Announces Results of its AGM

FOR IMMEDIATE RELEASE

Toronto, Ontario, May 1, 2024 – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), (“Bluesky” or the “Corporation”) announced today the results of the Corporation’s Annual General Meeting (“AGM”) of Shareholders which was held on May 1st, 2024 at 11:00 a.m. EDT at the office of the Corporation’s legal counsel.

The Corporation is pleased to report that all items that were set out in the Notice of the Meeting were duly passed at the AGM including the appointment of Kenway Mack Slusarchuk Stewart LLP., as the Corporation’s Auditor, the approval of the Corporation’s current Stock Option plan, the approval of a Share Consolidation on a up to 10 for 1 basis, and the election of the Directors. Each of the nominee Directors recommended by Management, and listed in the Corporation’s Information Circular, and Proxy Statement dated April 1st, 2024, were elected as a Director of the Corporation for a term ending at the next Annual General Meeting of Shareholders. Out of the 169,200,196 common shares eligible to vote at this year’s AGM, proxies were received from the holders of 68,650,274 common shares, representing a voting percentage of 40.5%. The voting results are as follows.

Appointment of Auditors

Votes For	Vote Withhold	Not Voted	Percentage in Favor For
66,234,761	2,094,513	0 / NIL	97.0%

Approval of Stock Option Plan

Votes For	Votes Against	Not Voted	Percentage in Favor For
33,253,189	1,652,380	33,423,705	95.2%

Share Consolidation Approval

Votes For	Votes Against	Not Voted	Percentage in Favor For
46,240,808	22,088,466	0 / NIL	67.3%

Election of Directors

Name of Nominee	Votes For	Vote Withhold	Not Voted	Percentage in Favor For
Ben Gelfand	33,215,243	1,690,326	33,423,705	95.1%
Alan Grant	33,296,745	1,608,824	33,423,705	95.4%
Frank Kordy	33,261,245	1,644,324	33,423,705	95.3%

The Corporation also announced today that it had entered into a debt settlement agreement with a third-party consultant for services rendered in the amount of \$45,200 CAD. The debt will be settled via the issuance of 2,008,889 Common Shares at a price of \$0.0225 CAD per Common Share.

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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Mr. Frank Kordy
Secretary & Director
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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.