



## 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

December 20, 2024

### Item 3 – News Release

A news release was issued by the Corporation via Newsfile Corp. on December 20, 2024 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule "A".

### Item 4 – Summary of Material Change

On December 20, 2024 Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF) announced via press release, that it had raised \$771,549 CAD via the exercise of 1,695,712 Warrants at a price of \$0.445 CAD per Warrant. The Corporation also raised an additional \$325,000 CAD via the exercise of 5,000,000 Warrants at a price of \$0.065 CAD per Warrant. The Corporation further announced that it raised an additional \$62,500 CAD via the exercise of 1,250,000 Warrants at a price of \$0.05 CAD per Warrant and the Corporation further announced that it had settled combined amount of \$126,000 CAD in debt via the issuance of 200,000 common shares at a price of \$0.63 CAD per Common Share. In total and combined, the Corporation raised \$1,159,049 CAD via the exercise of the Warrants. No change of control resulted in the issuance of the Common Shares related to the exercise of the Warrants.

The issuance of the combined 8,145,712 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 50,962,706. to 59,108,416.

### 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](mailto:frank.kordy@blueskydigitalassets.com)

### Item 9 – Date of Report

December 20, 2024

# APPENDIX – A



## News Release

### Bluesky Digital Assets Corp. Announces the Exercise of Warrants

#### FOR IMMEDIATE RELEASE

**Toronto, Ontario, December 20, 2024** – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), (“Bluesky” or the “Corporation”) announced today that it had raised \$771,549 CAD via the exercise of 1,695,712 Warrants at a price of \$0.445 CAD per Warrant. The Corporation also raised an additional \$325,000 CAD via the exercise of 5,000,000 Warrants at a price of \$0.065 CAD per Warrant. The Corporation further announced that it had raised an additional \$62,500 CAD via the exercise of 1,250,000 Warrants at a price of \$0.05 CAD per Warrant and the Corporation also settled a combined amount of \$126,000 CAD in debt via the issuance of 200,000 Common Shares at a price of \$0.63 CAD per Common Share. Combined, the Corporation raised a total of \$1,159,049 CAD via the exercise of the Warrants. No change of control resulted in the issuance of the Common Shares related to the exercise of the Warrants. All proceeds raised from the Warrant Exercises will be allocated towards further advancing the Corporation’s AI development and AI business endeavors and for general working capital purposes.

#### 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](http://www.blueskydigitalassets.com) or [www.blueskyintel.com](http://www.blueskyintel.com)

Please also follow us on LinkedIn at: [www.linkedin.com/company/bluesky-digital-assets/](https://www.linkedin.com/company/bluesky-digital-assets/)

#### For further information please contact:

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#### Forward-Looking Statements

This news release may contain assumptions, estimates, and other forward-looking statements regarding future events. Such forward-looking statements involve inherent risks and uncertainties and are subject to factors, many of which are beyond the Company’s control that may cause actual results or performance to differ materially from those currently anticipated in such 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.