

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus (as hereinafter defined) constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Prospectus does not constitute an offer to sell or solicitation of an offer to buy any of these securities in the United States.

AMENDMENT NO. 1 DATED JUNE 11, 2024

TO THE FINAL PROSPECTUS DATED MAY 27, 2024

Initial Public Offering

JUNE 11, 2024

BluSky Carbon Inc.

Minimum Offering: \$3,000,000 or 6,000,000 Units

Maximum Offering: \$5,000,000 or 10,000,000 Units

Over-Allotment Option: Up to \$750,000

Up to 1,500,000 Units

Price: \$0.50 per Unit

and

4,610,000 previously issued Subscription Receipts

at a price of \$0.40 per Subscription Receipt

The final prospectus (the “**Prospectus**”) of the Corporation dated May 27, 2024 is hereby amended in the manner set forth hereafter and is to be read subject to such amendments. Unless otherwise defined herein, all terms defined in the Prospectus have the same meaning in this amendment.

The Prospectus is amended by adding the following paragraph immediately following the last table on page 50:

Lock-up Agreements

The Corporation plans to enter into voluntary lock-up agreements (the “**Lock-Up Agreements**”) with the holders of the 6,231,859 \$0.30 Units to provide for the lock-up, for a period of four months and one day beginning on the Listing Date, of the 6,231,859 Common Shares and 3,115,930 \$0.50 Warrants,

including any Common Shares to be issued upon exercise thereof, issued in the \$0.30 Unit Financing (collectively, the “**\$0.30 Locked Up Securities**”). Pursuant to such Lock-Up Agreements, the \$0.30 Locked-Up Securities and any economic consequence ownership thereof may not be directly or indirectly transferred or otherwise disposed of without the consent of the Corporation, which consent may not be unreasonably withheld or delayed. As at the date hereof, the holders of 6,031,859 of the \$0.30 Units have entered into the Lock-Up Agreements. The holders of the remaining 200,000 \$0.30 Units are not required to enter into the Lock-Up Agreement as a condition to the closing of the Offering, or at all.

In addition, the Prospectus is amended by adding the following as item 11 under the section entitled “Material Contracts” on page 102:

11. The form of Lock-Up Agreements.

The Prospectus is further amended by inserting the following section, after the section entitled “Other Material Facts” at the end of page 103:

MARKETING MATERIALS

Any “template version” of any “marketing materials” (each such term as defined in NI 41-101) filed with the securities commission or similar regulatory authority in each of the provinces of British Columbia, Alberta and Ontario in connection with the Unit Offering, after the date hereof, but prior to the termination of the distribution of Units under this Prospectus (including any amendments to, or an amended version of, any template version of any marketing materials), is deemed to be incorporated by reference herein. Any template version of any marketing materials utilized in connection with the Offering are not part of this Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus.

CERTIFICATE OF THE CORPORATION

Dated: June 11, 2024

To the best of our knowledge, information and belief, the prospectus dated May 27, 2024, as amended by this amendment (collectively, the “**Prospectus**”) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of the Provinces of British Columbia, Alberta, and Ontario.

“William Hessert”

William Hessert, Chief Executive Officer

“Andrew Duval”

Andrew Duval, Chief Financial Officer

“Alex McAulay”

Alex McAulay, Director

“Michael Malana”

Michael Malana, Director

CERTIFICATE OF THE PROMOTERS

Dated: June 11, 2024

To the best of our knowledge, information and belief, the prospectus dated May 27, 2024, as amended by this amendment (collectively, the “**Prospectus**”) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of the Provinces of British Columbia, Alberta, and Ontario.

“Alex McAulay”

“William Hessert”

Alex McAulay, Promoter

William Hessert, Promoter

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CERTIFICATE OF THE AGENT

Dated: June 11, 2024

To the best of our knowledge, information and belief, the prospectus dated May 27, 2024, as amended by this amendment (collectively, the “**Prospectus**”) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of each of the British Columbia, Alberta and Ontario.

RESEARCH CAPITAL CORPORATION

“Jovan Stupar”

Jovan Stupar
Managing Director