

BLUSKY CARBON INC.
UP TO C\$3,000,000 BEST EFFORTS PUBLIC OFFERING OF UNITS
INDICATIVE TERM SHEET

NOT FOR GENERAL DISTRIBUTION IN THE UNITED STATES

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in British Columbia, Alberta and Ontario. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The securities offered under this prospectus have not been and will not be registered under the U.S. 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) (the "United States"), and may not be offered or sold within the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws.

Issuer:	BluSky Carbon Inc. (the "Company").
Offering:	Public offering of up to 6,000,000 units (the "Units") of the Company to raise up to \$3,000,000 on a "best efforts" basis (the "Offering"). Each Unit shall consist of (i) one common share of the Company (a "Common Share") and (ii) one half of one common share warrant of the Company (each whole warrant, a "Warrant"). Each Warrant shall be exercisable into one common share (a "Warrant Share") of the Company for a period of two years at a price of \$0.65.
Gross Proceeds:	Up to \$3,000,000 (up to \$3,450,000 if the Over-Allotment Option is fully exercised).
Issue Price:	\$0.50 per Unit (the "Issue Price").
Over-Allotment Option:	The Company has granted the Agent an over-allotment option (the "Over-Allotment Option"), exercisable in whole or in part, at any time, and from time to time, for a period of 30 days following the Closing Date, to purchase at the Issue Price up to such number of additional Units, Common Shares and Warrants as is equal to 15% of the size of the Offering. The Agent can elect to exercise the Over-Allotment Option for Units only, Common Shares only or Warrants only, or any combination thereof in its sole discretion.
Offering Basis:	"Best efforts" agency based public issue, by way of supplement to the short form base shelf prospectus of the Company dated November 20, 2024, in British Columbia, Alberta and Ontario, privately to "qualified institutional buyers" in the United States pursuant to Rule 144A of the U.S. Securities Act, and internationally as permitted by the Company. Any Units sold in the United States will be considered "restricted securities" pursuant to Rule 144 of the U.S. Securities Act and will be subject to restrictions on resale in accordance with applicable United States securities laws. Subject to standard terms and conditions for transactions of this type.
Eligibility:	The Units will be eligible for registered accounts. The Units will be qualified investments eligible for RRSPs, RRIFs, RESPs, DPSPs and TFSAs.
Use of Proceeds:	The net proceeds of the Offering will be used for general working capital and for other corporate purposes.

Capital Structure:	Before giving effect to the Offering, the Company has 64,458,956 common shares issued and outstanding (92,586,749 fully-diluted which includes 19,086,660 warrants).
Cash Commission:	5.0% of the aggregate gross proceeds of the Offering payable in cash or Units, or any combination of cash or Units at the option of the Agent (provided that no Cash Commission shall be due in respect to purchasers designated by the Company (the "President's List"). Orders from the President's List shall not exceed C\$1,000,000).
Agent's Warrants:	The Agent will receive warrants (the "Agent's Warrants") exercisable at any time prior to the date that is 24 months from the Closing Date to acquire that number of Common Shares of the Company which is equal to 5.0% of the number of Units sold under the Offering, at an exercise price equal to the Issue Price (provided that no Agent's Warrants shall be issuable to the Agent in respect to purchasers on the President's List. Orders from the President's List shall not exceed C\$1,000,000).
Corporate Finance Fee:	The Agent shall receive (i) 2.0% of the aggregate gross proceeds of the Offering payable in cash or Units, or any combination of cash or Units at the sole option of the Agent; and (ii) Agent's Warrants exercisable at any time prior to the date that is 24 months from the Listing Date to acquire that number of Common Shares which is equal to 2.0% of the aggregate number of Units issued pursuant to the Offering, at an exercise price equal to the Issue Price.
Listing:	The Company shall obtain the necessary approvals to list the Common Shares and the Warrant Shares on the Canadian Securities Exchange, which listing shall be conditionally approved prior to the Closing Date.
Selling Group:	The Agent reserves the right to assemble a syndicate/selling group in accordance with standard industry practice.
Closing Date:	The closing of the Offering will occur on such date (the "Closing Date") as agreed to between the Company and the Agent.
Agent:	Canaccord Genuity Corp. ⁽¹⁾ 100%.

(1) Sole lead agent and sole bookrunner.

Dated December 4, 2024.