



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

July 15, 2025

Item 3 – News Release

A news release was issued by the Corporation via Newsfile Corp. on January 15, 2025 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 July 15, 2025 the Corporation announced via press release, that it had closed two tranches of a Non-Brokered Private Placement. The Corporation announced that it had raised C\$310,000 via the sale / issuance of 2,583,333 Units.

The issuance of the 2,583,333 Common Shares contained in the 2,583,333 Units 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 69,695,626 to 72,278,959.

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

July 17, 2025

APPENDIX – A



News Release

Bluesky Digital Assets Completes Second Tranche Closing of its Current Non-Brokered Private Placement Offering

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FOR IMMEDIATE RELEASE

Toronto, Ontario, July 15, 2025 – Bluesky Digital Assets Corp., (CSE: BTC), (OTCQB: BTCWF), ("Bluesky" or the "Corporation") announced today the closing of the second tranche of the Non-Brokered Private Placement (the "Offering"). For the second tranche, the Corporation issued 1,200,000 Units at a price of \$0.12 per Unit. Gross proceeds for the second tranche closing amounted to C\$100,000. The Corporation has now raised a combined total of C\$310,000 between the two tranches and has issued a combined total of 2,583,333 Units. All securities issued are subject to a statutory hold period of four months and one day from issuance. The Corporation paid a cash finder's fee of C\$12,000 on the first tranche and issued 18,000 Finder's Warrants. No finders' fees were paid on the closing of the second tranche.

The Corporation also announced that it is extending the closing of the Offering to August 15, 2025 (the "**Closing Date**"). As previously announced in the Corporation's July 8th, 2015 press release, the Corporation has commenced a non-brokered private placement raise of up to 8,333,333 Units ("**Unit**") of the Corporation at a price of C\$0.12 per Unit for aggregate gross proceeds of up to C\$1,000,000 which will be offered for sale to purchasers resident in Canada (except Quebec) and/or other qualifying jurisdictions.

Each Unit consists of one Common Share of the Corporation ("**Common Share**") and one Common Share Purchase Warrant ("**Warrant**"). Each full Warrant entitles its holder to acquire one additional Common Share at an exercise price of C\$0.15 per Common Share for a period of 24 months following the closing of the Offering ("**Closing Date**"). Any Shares issued upon the exercise of the Warrants will be subject to a hold period of four months and one day from the date of issuance.

The Corporation may pay registered persons a finder's fee comprised of 8% of the gross proceeds of the Offering in cash, and such number of non-transferable Finder's Warrants which equals 8% of the number of Units (the "Finder's Warrants"). Each Finder's Warrant shall entitle the holder to acquire one Common Share (the "Finder's Warrant Shares") at a price of \$0.15 per Finder's Warrant Share for a period of two (2) years from the date of issuance. Other than being non-transferable, each Finder's Warrant shall otherwise be on the same terms as the Warrants. The Units, Shares, Warrants, Warrant Shares, Finder's Warrants, and Finder's Warrant Shares are collectively referred to herein as the "Securities". All Securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after the Closing.

The securities issued under the Offering will not be registered under the United States *Securities Act of 1933*, as amended (the "**Securities Act**"), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Corporation intends to use the net proceeds from the Offering to further advance its AI development and online gaming 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 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

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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.