

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

BitRush Corp. (“**BitRush**” or the “**Corporation**”)  
133 Richmond St. West, Suite 403  
Toronto, Ontario M5H 2L3

**Item 2 Date of Material Change**

September 9, 2015

**Item 3 News Release**

A news release was disseminated on September 9, 2015 via a Canadian news wire service. A copy of the press release has been filed on SEDAR and is attached hereto as Schedule “A”.

**Item 4 Summary of Material Change**

The Corporation announces the closing of a private placement.

**Item 5 Full Description of Material Change**

Please refer to Item 4 and Schedule “A” attached hereto.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Peter Lukesch  
Telephone: (416) 603 2114

**Item 9 Date of Report**

September 9, 2015

## PRESS RELEASE

### BITRUSH CORP.

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#### FOR IMMEDIATE RELEASE

#### BITRUSH ANNOUNCES CLOSING OF A PRIVATE PLACEMENT

BitRush Corp. (the “**Corporation**”) is pleased to announce the closing of the transaction with MezzaCap GmbH (“**MezzaCap**”) and its previously announced non-brokered private placement financing (“**Private Placement**”) for aggregate gross proceeds of \$721,490.60 (the “**Offering**”). The Offering consisted of the sale of 7,250,000 units (“**Units**”) at \$0.10 per Unit plus 100,000 Units paid in lieu of a commission associated with the Offering. Each Unit will consist of one common share in the capital stock of the Corporation (“**Common Share**”) and a Common Share purchase warrant (“**Warrant**”). One Warrant will entitle the holder to purchase one Common Share at a price of \$0.15 per Common Share for a period of 24 months from the date of issuance.

The closing of the Private Placement was the condition to be met by the Canadian Securities Exchange (“**CSE**”) pursuant to the conditional approval, dated July 15, 2015, in order to be approved to have its shares listed on the CSE.

#### FORWARD LOOKING INFORMATION

This press release contains forward-looking information which is not comprised of historical facts. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, performance and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information contained or referred to in this press release includes, but may not be limited to the proposed financing and the intended use of proceeds in connection therewith, the Corporation’s change of focus and plans following the completion of the Transaction.

Factors that could cause actual results to differ materially from those described in such forward-looking information include, but are not limited to, the inability to complete the financing, the inability to identify appropriate companies to acquire or to enter into joint ventures with strategic partners.

The forward-looking information in this press release reflects the current expectations, assumptions and/or beliefs of the Corporation based on information currently available to the Corporation. In connection with the forward-looking information contained in this press release, the Corporation has made assumptions about: The Corporation’s business, MezzaCap’s business, the economy and the cryptocurrency industry in general and the Corporation’s ability to complete the intended financing. Although the Corporation believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein. Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, The Corporation disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.