

**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 18, 2015

Item 3 News Release

A news release was disseminated on September 21, 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 investment in Ukrainian payment service provider.

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 21 2015

PRESS RELEASE

BITRUSH CORP.

133 Richmond St. W., Suite 403 • Toronto • Ontario • M5H 2L3
T: (416) 603-2114 • office@bitrush.co • Trading Symbol BRH

FOR IMMEDIATE RELEASE

BITRUSH ANNOUNCES INVESTMENT INTO UKRAINIAN BASED CRYPTOCURRENCY PAYMENT SERVICE PROVIDER

Toronto, September 21, 2015: BitRush Corp. (“**BitRush**” or “**The Corporation**”) is pleased to announce the investment into cryptocurrency payment service provider start-up CoinEx Ltd. (“**CoinEx**”), in line with continuously developing its START-IT Ltd, (“**START-IT**”) incubator network (www.start-it.co). Through its London based subsidiary Start-IT BitRush invests into promising blockchain- and cryptocurrency projects and start-ups providing incubating services.

In recent months, START-IT has focused on the Ukrainian market which some people regard as kind of the Silicon Valley of the blockchain ecosphere. Together with a team from the Ukraine, BitRush developed the Ad Broker platform CoinAdvert (www.coinadvert.net). Using the CoinAdvert website owners can buy and sell online advertising space with cryptocurrency.

Via START-IT BitRush now has invested into the Ukrainian cryptocurrency exchange and consumer-to-consumer (“C2C”) payment services start-up “Bitcoin Obmen” (www.bitcoin-obmen.com) having secured, among other things, the right to use their technology for BitRush’s proprietary BitCore FinTech platform.

In partnership with Privat24 (www.privat24.ua), the leading Ukrainian Internet-Bank, and PerfectMoney (www.perfectmoney.is) Bitcoin Obmen has developed an online platform under the domain www.bitcoin-obmen.com. Registered users can buy and sell Bitcoins as well as other cryptocurrencies with FIAT-currencies using a PerfectMoney account, a Privat24 account or a prepaid card. Hence it is possible to use the cryptocurrency balance to load a prepaid card with FIAT-currency. Using these services users can make real-time remittances at very low costs compared to other users in FIAT-currencies using Bitcoin as clearing currency. Privat24 and PerfectMoney users pay 0.5% to 1% in fees. The viral distribution is performed through our own affiliated marketing system.

Together with the team from Bitcoin Obmen, BitRush will use its own network and that of its partners to internationalize these solutions using the brand “CoinEx” after taking over the majority stake in CoinEx Ltd as well as its entrepreneurial leadership. During the course of 2015 and beyond, CoinEx will offer these services in other countries together with banking and card partners. BitRush’s START-IT incubator network has now acquired more than 1 million registered cryptocurrency users. More than 1,000 websites are registered in the START-IT network or one of its websites like CoinAdvert.

Peter Lukesch, Chief Executive Officer of the Corporation comments: “I am convinced that the CoinEx services will be appreciated by our user base in adding significant value to our network and will establish an attractive revenue stream. This kind of payment & money service is extremely important for our target markets in the BRICS and CEE region with more than 2.5 billion potential customers”.

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 intended use of proceeds in connection with the recently completed financing, the Corporation's change of focus and plans following the completion of the transaction with MezzaCap GmbH.

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 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.

On behalf of the Board of Directors,

Peter Lukesch,
President and CEO,

Werner Boehm,
Business Development Coordinator
Bitrush Corporation

For further information contact Peter Lukesch at: peter.lukesch@bitrush.co