

**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**

November 5, 2015

**Item 3 News Release**

A news release was disseminated on November 5, 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 formation of a joint venture (LSE GmbH) between the Corporation and Airwin GmbH.

**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**

November 5, 2015

## PRESS RELEASE

### **BITRUSH CORP.**

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

---

#### FOR IMMEDIATE RELEASE

#### CORPORATE UPDATE

**Toronto, November 5, 2015:**

#### **BitRush starts a Social Gaming Joint Venture to publish games with “In-Game Bitcoin Payment”**

BitRush Corp. (“BitRush” or the “Corporation”) (CSE:BRH) is proud to announce the launch of a Bitcoin gaming joint venture within a strategic partnership. Back in spring 2015 BitRush signed a cooperation agreement with Airwin GmbH, Vienna, Austria (“Airwin”), and agreed to form a joint venture. This joint venture, Lucky Symbols Entertainment GmbH (“LSE”), has been established now.

Airwin is a spin-off of a large European telecom company and has developed patented mobile social gaming technologies. Up until now more than \$6 M has been invested in the development of these technologies. This patented technology is to be regarded as development and runtime environment that enables the quick and efficient development of mobile social games. The platform provides a variety of application interfaces (APIs) for accounting, payment and clearing purposes based on a client-server design. The patented “Game Messaging Protocol (GMP)” works with algorithms for superfast communication between smartphone and backend servers. This kind of platform could be of interest for game developers in the fast-moving mobile gaming industry.

With the beginning of November 2015 Airwin and BitRush have formed the agreed joint venture, the *Lucky Symbols Entertainment GmbH*, located in Vienna, Austria. 51% of the shares are held by BitRush and 49% by Airwin. Airwin contributes its patented mobile gaming technology. The technology will be integrated into the BitRush “BitCore Technology” enabling BitRush to offer cryptocurrency payment services to the gaming and gambling industry.

Moreover, Airwin contributes two mobile games that have already been approved for Apple and Google app stores. These games are modified to work with Bitcoin as “In-Game Currency”. This means that the In-Game purchases, pay-ins and pay-outs can be handled via Bitcoin real-time at no costs.

The games will be published under the brand names “Lucky Symbols” and “Crazy Races”. Launch is prepared for January 2016 in cooperation with telecom companies and marketing partners. Within the launch campaign a special focus will be drawn to the Asia Pacific region. As the “BitRush Start-it Network” is visited by up to 7 Million Unique Users per day BitRush expects that LSE will be able to convert a significant percentage of this existing user base into mobile gaming customers. Moreover, BitRush will use its ad network AdBit ([www.adbit.co](http://www.adbit.co))

to promote the games. As the largest part of the necessary investments into the patented technology and the games have already been made by Airwin and market access can be provided by BitRush it is expected that LSE will generate positive cash flows within the first three months of operation with a cash flow potential of estimated \$ 550,000 for the entire year 2016.

The hosting of the application as well as the payment services will be provided by BitRush using its proprietary BitCore technology and its data center infrastructure. A service agreement will be set up between LSE and BitRush. Hence BitRush receives services fee from LSE based on the volume of transactions produced by LSE.

According to statista.com global revenue from mobile “In-Game” sales are projected to surpass 14 billion US dollars in 2015. It is estimated that more than 1.5 Billion people worldwide are mobile gamers. In 2014, it was estimated that there were 740 million mobile gamers in the Asia Pacific alone. LSE intends to become the first publisher of a mainstream gaming app with “In-Game Bitcoin” purchase option. As a Goldman Sachs report stated the Chinese market is the world’s single most important Bitcoin market. Chinese people already use Bitcoin as gaming currency. Hence the chances for LSE to position itself as pioneer in the Bitcoin related gaming market in China are obvious.

BitRush is convinced that Bitcoin is a perfect gaming currency. Based on its patented technology and its pilot customer LSE, BitRush is perfectly positioned to become a leading payment services provider for a new generation of games.

### **BitCore Technology**

BitCore is BitRush’s proprietary blockchain technology that has been applied for a patent to be granted for the European Union. BitCore is designed to work as private blockchain based on the “One-Time-Pad” cryptographic methodology. BitCore offers application interfaces (APIs) to the public blockchain as well as to traditional money systems like SWIFT and ACH.

### **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 development of the global gaming market as well as the market’s perception of the Corporation’s games., Factors that could cause actual results to differ materially from those described in such forward-looking information include, but are not limited to the acceptability of the developed games by the online gaming market as well as the overall development of such market.

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 and Start-It’s business, the economy, the online gaming industry and the cryptocurrency industry in general. 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](mailto:peter.lukesch@bitrush.co).