

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company

BitRush Corp. (the "Company"), 133 Richmond St. West, Suite 403, Toronto, Ontario M5H 2L3

Item 2 - Date of Material Change

December 2, 2016

Item 3 - News Release

A news release was disseminated on December 2, 2016 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 Company announced that it has been advised by the Ontario Securities Commission that it has issued an order that all trading in, and all acquisitions of, securities of the Company, whether direct or indirect, cease.

The order, a copy of which will be made public and available for review on the Canadian Securities Administrators website on Monday December 5, 2016, has been issued as a result of the Company not having filed the required CEO and CFO certifications of interim filings, that should have been filed together with the interim financial statements of the Company and related management's discussion and analysis (MD&A"), for the nine months ended September 30, 2016, as required by National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings. The Company has called a meeting of the Board of Directors to investigate the matter, and intends to file amended financial statements, MD&A and certifications as soon as possible in order to obtain the revocation of the cease trade order.

Item 5 - Full description of Material Change

5.1 Full Description of Material Change

Refer to Item 4 and news release attached as Schedule A to this report.

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

Karsten Arend, President, ((416) 603-2114)

Item 9 - Date of Report

December 7, 2016

Schedule A

BITRUSH CORP. ADVISED OF CEASE TRADE ORDER

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US NEWSWIRES

TORONTO, ONTARIO, Dec 2, 2016 – BitRush Corp. (CSE:BRH, Frankfurt:0XSN) ("BRH" or the "Company") has been advised by the Ontario Securities Commission that it has issued an order that all trading in, and all acquisitions of, securities of the Company, whether direct or indirect, cease.

The order, a copy of which will be made public and available for review on the Canadian Securities Administrators website on Monday December 5, 2016, has been issued as a result of the Company not having filed the required CEO and CFO certifications of interim filings, that should have been filed together with the interim financial statements of the Company and related management's discussion and analysis (MD&A), for the nine months ended September 30, 2016, as required by National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings. The Company has called a meeting of the Board of Directors to investigate the matter, and intends to file amended financial statements, MD&A and certifications as soon as possible in order to obtain the revocation of the cease trade order.

Despite this order a beneficial security holder of the Company who is not, and was not as at December 2, 2016, an insider or control person of the Company, may sell securities of the Company acquired before December 2, 2016 if both of the following apply (a) the sale is made through a "foreign organized regulated market", as defined in section 1.1 of the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada and (b) the sale is made through an investment dealer registered in a jurisdiction of Canada in accordance with applicable securities legislation.

About BitRush:

BitRush Corp. is a pioneering Canadian FinTech company focused on cryptographic blockchain technology. BitRush™ has chosen to go to the public markets as a startup to allow all types of investors, from individuals to institutions, to participate in the potential value appreciation of a FinTech "startup built by grownups", that otherwise would usually have taken place in the private markets accessible only to VCs and accredited investors.

BitRush™ (www.BitRush.co), based in Toronto, but with teams active in Asia, Eastern Europe, Western Europe and North America has 3 main business verticals all built on our core universal transaction processing technology ANOON™, which includes payment processing services (www.ANOON.co), gaming technologies (www.WaggaWagga.co) and online advertising services (www.AdBit.co). We either use these technologies in our own businesses or provide our services to or for qualified partners and or clients.

BitRush has more than 18 million Unique Users/Visitors per month generating up to 50 million nano and micro-payments per month across our own and our client's sites. BitRush's ad network AdBit (www.adbit.co) has more than 101,000 registered users on more than 11,700 connected websites generating just under 3.5 Billion ad impressions per month.

BitRush intends offer BitRush debit cards to consumers and businesses to perform their payments anywhere Visa and MasterCard debit cards are accepted, worldwide.

BitRush™ offers solutions in the B2C, B2B, C2B and C2C markets. Join BitRush™, either as a consumer user, as a business or both benefiting from our unique services, features and pricing, that only our proprietary blockchain based technologies allow.

With our core technologies already developed, BitRush™ plans to scale each of our businesses.

BitRush Corp. is traded on the Canadian Securities Exchange (CSE: BRH) and the Frankfurt Stock Exchange: (symbol:0XSN).

BitRush, AdBit, WaggaWagga and ANOON are trademarks of BitRush Corp.

FORWARD LOOKING INFORMATION

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any securities in any jurisdiction.

This press release contains certain “forward-looking information”. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements relating to the filing of amended financial statements, MD&A and certifications and obtaining the revocation of the cease trade order) constitute forward-looking information.

This forward-looking information reflects the current expectations or beliefs of the Company based on information currently available to the Company as well as certain assumptions including, without limitation, the ability of the Company to complete a review of its financial statements and MD&A and file the same together with the applicable certifications, in a timely manner as anticipated. Forward-looking information is subject to a number of significant risks and uncertainties and other factors that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Factors that could cause actual results or events to differ materially from current expectations, include, but are not limited to, the inability of the Company to obtain the revocation of the cease trade order as a result of its inability to file its financial statements, MD&A and certifications.

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 Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company 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.

On behalf of the Board of Directors,

Karsten Arend

President, Director

For further information, contact Werner Boehm at werner.boehm@bitrush.co or Karsten Arend at karsten.arend@bitrush.co.