

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

September 14, 2016

Item 3 - News Release

A news release was disseminated on September 14, 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 the results of the Annual General and Special Meeting of Shareholders held September 14, 2016.

BitRush announced that shareholders voted in favour of all Director Nominees, Alfred Dobias, Andrew McQuire, Franz Kozich, Hansjoerg Wagner, Karsten Arend and Warren Hawkins, the appointment of McGovern, Hurley, Cunningham, Chartered Accountants as auditors, and the approval of the Corporation's rolling stock option plan at the Annual General and Special Meeting which took place Sept. 14, 2016.

After the conclusion of the meeting Warren Hawkins elected to resign from the Board of Directors and as Corporate Secretary for personal reasons. Also after the conclusion of the meeting, Andrew McQuire elected to resign from the Board of Directors for personal reasons, but will remain on as CFO.

BitRush thanks Mr. Hawkins and Mr. McQuire for their contributions on the Board of Directors. The Corporation also thanks Mr. Hawkins for his contribution as Corporate Secretary and wishes him well in his future efforts.

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

Dec. 7, 2016

Schedule A

BITRUSH CORP. ANNOUNCES RESULTS OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS HELD SEPTEMBER 14, 2016

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US NEWSWIRES

TORONTO, ONTARIO, September 14th, 2016 – BitRush Corp. (“BitRush” or the “Corporation”) is pleased to announce the results of the Annual General and Special Meeting of Shareholders held September 14, 2016.

BitRush is pleased to announce that shareholders voted in favour of all Director Nominees, Alfred Dobias, Andrew McQuire, Franz Kozich, Hansjoerg Wagner, Karsten Arend and Warren Hawkins, the appointment of McGovern, Hurley, Cunningham, Chartered Accountants as auditors, and the approval of the Corporation’s rolling stock option plan at the Annual General and Special Meeting which took place Sept. 14, 2016.

After the conclusion of the meeting Warren Hawkins elected to resign from the Board of Directors and as Corporate Secretary for personal reasons. Also after the conclusion of the meeting, Andrew McQuire elected to resign from the Board of Directors for personal reasons, but will remain on as CFO.

BitRush thanks Mr. Hawkins and Mr. McQuire for their contributions on the Board of Directors. The Corporation also thanks Mr. Hawkins for his contribution as Corporate Secretary and wishes him well in his future efforts.

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 operates a range of websites with more than 20 million Unique Users/Visitors per month generating up to 50 million nano and micro-payments per month. Those nano and micro-payments are processed by BitRush’s proprietary universal payment platform ANOON (patent pending). BitRush’s ad network AdBit (www.AdBit.co) has more than 90,000 registered users on more than 8,000 connected websites generating 2.6 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 Corporation believes, expects or anticipates will or may occur in the future (including, without limitation, statements relating to the launch of branded debit cards by the Corporation, the timing thereof and anticipated revenues and profitability relating thereto and BitRush’s expectations with respect to the potential market for blockchain-based debit cards for unbanked adults) constitute forward-looking information.

This forward-looking information reflects the current expectations or beliefs of the Corporation based on information currently available to the Corporation as well as certain assumptions including, without limitation, the ability of the Corporation to integrate the payment systems of MasterCard and Visa in a successful manner through the Wave Crest agreement; the ability of the Corporation to successfully launch its branded debit cards as anticipated; the ability of the Corporation to successfully tap into the unbanked adult market and its ability to generate sales and fees 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 Corporation 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 Corporation. Factors that could cause actual results or events to differ materially from current expectations, include, but are not limited to, the inability of the Corporation to integrate the said payment systems successfully and in a timely manner, if at all; the lack of use of crypto currencies such as Bitcoins; the lack of a market for blockchain-based debit cards developing for unbanked adults; the failure to develop and sell branded debit cards and the use thereof being inferior than as anticipated by the Corporation; and competition from others delivering cryptographic payment solutions .

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. 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.

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.