

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

April 5, 2016

Item 3 - News Release

A news release was disseminated on April 5, 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 appointment of Karsten Arend to the positions of President and member of the Board of Directors of the Corporation, effective immediately.

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. ANNOUNCES APPOINTMENT OF KARSTEN AREND AS PRESIDENT AND TO THE BOARD OF DIRECTORS.

TORONTO, ONTARIO, April 5th, 2016 –BitRush Corp. (“BitRush” or the “Corporation”) is pleased to announce the appointment of Karsten Arend to the positions of President and member of the Board of Directors of the Corporation, effective immediately.

“It’s great to have Karsten Arend join our team,” said Werner Boehm, Chief Executive Officer, BitRush Corp. “Karsten has been working with us for some time and we are very pleased to welcome him officially as President and Board Member.”

“BitRush has an exciting future and I would like to thank the Board and Werner for entrusting me with these roles,” said Karsten Arend. “I look forward to working with the team to bring out the full potential of BitRush.”

Karsten Arend is a business builder with an entrepreneurial streak. He received his BA from the University of Western Ontario and his MBA (Marketing, Management & Business Statistics) from Schiller International University in Heidelberg, Germany.

Having worked at both Mercedes-Benz and ANT Nachrichtentechnik (Bosch) now Tesat-Spacecom (Airbus Group) in Germany, he returned to Canada and gathered experience in commercial/industrial/residential real estate development, leasing, investment and sales, consumer product development, patents, trademarks, project/corporate/structured/debt and equity financing, equity markets, business strategy, and branding.

He has applied this knowledge to consulting with and or investing in companies. Some of these firms are in the exchange, mining, exploration, software, hardware, managed services, cyber security, energy efficiency, social media and the drinking water and waste water treatment fields. In so doing he has developed a network of relationships worldwide. An avid sailor, technology and automobile enthusiast, he is also passionate about piloting race cars in competition.

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 processing technology BlockNexus™, which includes payment processing services (www.P2Nex.co), gaming technologies 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™ 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.

If you like what we do, BitRush Corp. is traded on the Canadian Securities Exchange (CSE: BRH) and the Frankfurt Stock Exchange: (symbol:0XSN).

BitRush, AdBit, BlockNexus and P2Nex are trademarks of BitRush Corp.

FORWARD LOOKING INFORMATION

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 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. 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.

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,

Warren Hawkins

Corporate Secretary

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