

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company

BitRush Corp. (the "Company"), 100 King Street West, 56th Floor, Toronto, ON M5X 1C9

Item 2 - Date of Material Change

February 22, 2017

Item 3 - News Release

A news release was disseminated on February 24, 2017 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 following:

Further to the news release of the Company dated January 23, 2017, the Special Committee is diligently continuing its work to protect the business and operations of the Company necessitated from Mr. Werner Boehm's unlawful actions and lack of cooperation since his termination as CEO of the Company. The transition of the Company's AdBit business onto its new platform Adbit.biz is now complete and service has been raised to a professional standard, with user withdrawals being fully funded.

The launch of the new official BitRush website at Bitrush.com is expected to occur shortly. The website will include relevant information about the Company and its business, and will be the primary source of official Company news including its news releases posted on SEDAR. The site will not be accessible to the former CEO. Readers are reminded that all "news releases" on the Bitrush.co website since December 2016 were posted by Mr. Boehm and should be ignored in their entirety.

As previously announced, the Special Committee is proceeding with its Application to the Commercial Court on March 20, 2017. Werner Boehm, the former CEO and a Respondent in the Application, had previously advised the Court that he intended to bring a Motion to argue that the court case should be heard in Austria rather than Ontario. His motion had been scheduled for February 22, 2016. However, Mr. Boehm did not proceed with the motion. The next scheduled court appearance is the Application on March 20, 2017 in Ontario.

The Company also announces the resignation of Alfred Dobias from the Board of Directors effective February 22, 2017. The Company wishes Mr. Dobias all the best in his future endeavours and is actively looking for a suitable replacement.

Readers are reminded that the Company's AdBit's website and Twitter addresses are Adbit.biz and twitter.com/AdbitBiz, respectively. Adbit.co and twitter.com/AdBitOfficial remain under the unlawful control and operation of Mr. Boehm, are not affiliated with the Company and should be disregarded entirely.

The Company's securities remain subject to the cease-trade order imposed by the Ontario Securities Commission on December 2, 2016. (See news release dated December 2, 2016).

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) 847-1831)

Item 9 - Date of Report

February 24, 2017

Schedule A

BITRUSH CORP. PROVIDES CORPORATE UPDATE

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US NEWSWIRES

TORONTO, ONTARIO, Feb. 24, 2017 –The Special Committee of the board of directors of BitRush Corp. (CSE:BRH, Frankfurt:0XSN) ("**BRH**", "**BitRush**" or the "**Company**") is providing the following update to shareholders.

Further to the news release of the Company dated January 23, 2017, the Special Committee is diligently continuing its work to protect the business and operations of the Company necessitated from Mr. Werner Boehm's unlawful actions and lack of cooperation since his termination as CEO of the Company. The transition of the Company's AdBit business onto its new platform Adbit.biz is now complete and service has been raised to a professional standard, with user withdrawals being fully funded.

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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 intention of the Company to proceed with the Application to the Commercial Court as scheduled and the launch of the new website of the Company) 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 obtain an order on the terms it is seeking and its ability to launch its website free of interference from unauthorized parties, and, in each case, to do so successfully in a timely manner. 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, unforeseen delays in proceeding with the Application as scheduled and the failure of the Company to obtain the order it is seeking, or if obtained, on terms that differ from expectations and unforeseen technical or other difficulties in launching its new website.

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 Special Committee,

Karsten Arend

President, Director

For further information, contact Karsten Arend at (416) 847-1831 or info@bitrush.com.