

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company

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

Item 2 - Date of Material Change

December 20, 2018.

Item 3 - News Release

A news release was disseminated on December 20, 2018 via a Canadian news wire service. A copy of the news release has been filed on SEDAR and is attached hereto as Schedule A.

Item 4 - Summary of Material Change

Further to the July 13, 2018 press release titled BITRUSH CORP. SUCCESSFUL IN CANCELLING SHARES OF WERNER BOEHM AND MEZZACAP the Company has cancelled 68,894,175 Common Shares held by MezzaCap Investments UK Ltd.(MezzaCap) as per the Order of the Ontario Superior Court of Justice Commercial List Court File No. CV-16-11653-00CL.

The Company is also reported the appointments of Edward Boyd as an independent member of the Board of Directors and Keith Li as Chief Financial Officer and Corporate Secretary. Karsten Arend, the President of the Company, has additionally been appointed the Company’s Chief Executive Officer.

The Board of Directors stated they will continue identifying additional board members, officers, team members and the future strategic direction of the Company.

The Company also reported that it has filed an application with the Ontario Securities Commission seeking, among other things, the partial revocation of the cease trade order issued against the Company to permit the Company to potentially complete a private placement of the Company’s securities. If successful with its application the Company will seek to raise funds necessary to recapitalize the Company and to seek a full 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 the 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, CEO, President, ((416) 847-1831).

Item 9 - Date of Report

December 20, 2018.

Schedule A

BITRUSH CORP. UPDATES SHAREHOLDERS

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US NEWSWIRES

TORONTO, ONTARIO, DECEMBER 20, 2018 – BitRush Corp. (CSE:BRH, Frankfurt:0XSN) ("BRH", "BitRush" or the "Company") is pleased to provide the following update to shareholders.

Further to the July 13, 2018 press release titled BITRUSH CORP. SUCCESSFUL IN CANCELLING SHARES OF WERNER BOEHM AND MEZZACAP the Company has cancelled 68,894,175 Common Shares held by MezzaCap Investments UK Ltd.(MezzaCap) as per the Order of the Ontario Superior Court of Justice Commercial List Court File No. CV-16-11653-00CL.

Hansjoerg Wagner and Karsten Arend jointly stated that this is a major success for the shareholders of BitRush.

The Company is also pleased to report the appointments of Edward Boyd as an independent member of the Board of Directors and Keith Li as Chief Financial Officer and Corporate Secretary. Karsten Arend, the President of the Company, has additionally been appointed the Company's Chief Executive Officer.

Hansjoerg Wagner and Karsten Arend jointly stated that Edward Boyd has a distinguished career with excellent expertise in governance and the advertising industry. We are very much looking forward to working with him and know he will be a valuable addition to the team given the experience and expertise he brings to the Company, including in the area of the Company's AdBit technology.

Edward Boyd stated: "I look forward to working with the BitRush team and to helping the Company realize its bold vision for the future of digital media."

About Edward Boyd:

Edward Boyd is a marketing and technology entrepreneur with significant corporate governance experience. He currently serves as Chief Executive Officer of Magnifi, a global mobile marketplace providing paid on-demand audio and video consultation services. Prior to this Mr. Boyd was Co-Founder and CEO of One Advertising Inc., an integrated Canadian communications agency which was acquired by Sandbox Group LLC in February of 2015.

Previously, Mr. Boyd served as CEO of Iceberg Media.com, a pioneering publicly traded Internet Radio broadcaster, which was acquired by Standard Radio Inc. in 2004. Before joining Iceberg, he held the position of President at e-commerce book retailer, Indigo Online. Prior to this, he served as Senior Vice-President of New Media Technologies & New Business for Young & Rubicam Canada, where he founded its digital practice in 1996. In 1997, Mr. Boyd served as the founding President of the Interactive Advertising Bureau of Canada, the first

chapter of the digital advertising standards organization to be established outside of the United States.

Mr. Boyd was appointed to the board of CBC/Radio-Canada on June 1, 2010 for a five year term. He was reappointed for a second five-year term in June of 2015. Mr. Boyd served as Chair of the Human Resources & Governance Committee from September of 2012 to September of 2018 and currently serves as Chair of the Strategic Planning Committee.

Mr. Boyd was named Chair of the North American Board of the Alliance for Audited Media in October of 2016 and is a member of the Board of Governors of Trinity College School where he most recently chaired the Governance Committee. He has also served on the boards of the Children's Aid Foundation and the National Advertising Benevolent Society.

Mr. Boyd holds a Bachelor of Arts degree in English and Political Science from Innis College at the University of Toronto (1986) and a Master's in Business Administration from the Rotman School of Management at the University of Toronto (1997).

Mr. Boyd received an ICD.D Certification from the Institute of Corporate Directors in 2011 where he has served as an examiner of ICD.D candidates since 2012.

Hansjoerg Wagner and Karsten Arend jointly stated that Keith Li has already demonstrated his enthusiasm for BitRush and skill and experience in governance, finance, auditing and accounting for public companies. We are very lucky to have someone like Keith Li, with his vast experience in the space, join the team and look forward to working with him building the processes and controls necessary for the future of BitRush.

Keith Li stated: "I am looking forward to help the Company's Board of Directors and Management teams to unlock the potential of the Company".

About Keith Li:

Keith Li is a finance professional with over a decade of experiences in both public and private company accounting. He specializes in providing management advisory services, corporate accounting, financial reporting and regulatory compliance services to publicly-listed and private companies in a variety of industries. Keith Li began his career in the public accounting sector as an auditor, and subsequently held the position of Manager of External Reporting with Sears Canada Inc. from 2016 to 2017, overseeing the external reporting functions of the company.

He is a Chartered Professional Accountant (CPA, CA) and holds a Bachelor of Commerce Degree in Finance from McGill University. Keith Li is the Chief Financial Officer of Branson Corporate Services Inc. ("Branson") and will serve as Chief Financial Officer and Corporate Secretary of BitRush Corp. (the "Company") as part of the consulting services provided by Branson to the Company under the Branson Agreement. Currently, he also serves as the CFO for a number of companies in the cannabis sector which are publicly-listed on the Canadian Securities Exchange.

The Board of Directors will continue identifying additional board members, officers, team members and the future strategic direction of the Company.

The Company is also pleased to report that it has filed an application with the Ontario Securities Commission seeking, among other things, the partial revocation of the cease trade order issued against the Company to permit the Company to potentially complete a private placement of the Company's securities. If successful with its application the Company will seek to raise funds necessary to recapitalize the Company and to seek a full revocation of the cease trade order.

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 future plans of the Company, including the partial lifting 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, the ability of the Company to prepare up to date financial information. 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 partial revocation of the cease trade order in a timely manner, if at all, in order to proceed with its recapitalization plans.

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.

Karsten Arend

CEO, President, Director

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