

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 31, 2017.

Item 3 - News Release

A news release was disseminated on December 18, 2017 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

The Special Committee of the board of directors of the Company announced that the Company has received a formal notice from kb-spirit GmbH (“KB”), the owner and operator of the software used to operate the ANOON service (www.anoon.com), a next generation universal payment service based on cryptographic technology, that it will cease to make the service available effective December 31, 2017. KB notes in its notice that Werner Boehm (“Boehm”), the former CEO of the Company, failed to secure the use of the service and the ownership of the technology and IP for the Company at the relevant time; that KB has continued to provide the service to the Company as a goodwill gesture to the Company to give it time to settle the matter; and that KB has been bearing the ongoing operational costs of the servers and data cloud used for the ANOON service. In light of such notice, the Company is considering and evaluating its options.

As previously reported (see November 17, 2017 news release), in its decision dated November 14, 2017 (the “Superior Court Decision”), the Ontario Superior Court (Commercial List) (the “Court”) found that Boehm acted oppressively towards BitRush and its shareholders for a number of reasons, including, for failing to have taken the steps to complete his agreements with Dr. Joachim Kalcher, the inventor of the ANOON technology to secure the ANOON technology.

All ANOON accountholders are required to transfer out their balance if any before December 31, 2017.

On January 5, 2018, the Court will hold a further hearing for the purpose of determining the value of the shares to be cancelled pursuant to paragraph 84(d) of the Superior Court Decision, which represents a cancellation of shares relating to the Court’s finding that Boehm misappropriated \$561,373 from BitRush.

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, President, ((416) 847-1831).

Item 9 - Date of Report

December 18, 2017.

Schedule A

COMPANY RECEIVES NOTICE TO DISCONTINUE ANOON SERVICE

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US NEWSWIRES

TORONTO, ONTARIO, December 18, 2017 – The Special Committee of BitRush Corp. (CSE:BRH, Frankfurt:0XSN) (“**BitRush**” or the “**Company**”) announces that the Company has received a formal notice from kb-spirit GmbH (“**KB**”), the owner and operator of the software used to operate the ANOON service (www.anoon.com), a next generation universal payment service based on cryptographic technology, that it will cease to make the service available effective December 31, 2017. KB notes in its notice that Werner Boehm (“**Boehm**”), the former CEO of the Company, failed to secure the use of the service and the ownership of the technology and IP for the Company at the relevant time; that KB has continued to provide the service to the Company as a goodwill gesture to the Company to give it time to settle the matter; and that KB has been bearing the ongoing operational costs of the servers and data cloud used for the ANOON service. In light of such notice, the Company is considering and evaluating its options.

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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 upcoming hearing) 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 Court to hold the hearing as scheduled and for the Court to determine the value of the shares in question as the Company anticipates. 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 result it seeks in the further Court hearing.

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.