

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

BitRush Corp. (“**BitRush**” or the “**Corporation**”)
133 Richmond St. West, Suite 403
Toronto, Ontario M5H 2L3

Item 2 Date of Material Change

September 2, 2015

Item 3 News Release

A news release was disseminated on September 8, 2015 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 Corporation announces the transaction with MezzaCap GmbH.

Item 5 Full Description of Material Change

Please refer to Item 4 and Schedule “A” attached hereto.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Peter Lukesch
Telephone: (416) 603 2114

Item 9 Date of Report

September 8, 2015

PRESS RELEASE

BITRUSH CORP.

133 Richmond St. W., Suite 403 • Toronto • Ontario • M5H 2L3
T: (416) 603-2114 • office@bitrush.co • Trading Symbol ARP

FOR IMMEDIATE RELEASE

BITRUSH ANNOUNCES CLOSING OF THE TRANSACTION WITH MEZZACAP

BitRush Corp. (the “**Corporation**”) is pleased to announce the closing of the transaction (“**Transaction**”) with MezzaCap GmbH (“**MezzaCap**”)

The Corporation will issue 83,287,265 post-consolidated Common Shares to MezzaCap Investments Ltd. (“**MezzaCap Investments**”), the successor company of MobileUp GmbH, in consideration for 100% of the issued and outstanding Common Shares of MezzaCap, a privately owned payment service provider. MezzaCap Investments will own 69.2% of the issued and outstanding shares of BitRush Corp. (62.6% on a fully diluted basis) taking into account the shares issued for the Offering and a 6% finder’s fee payable in Common Shares of the Corporation.

In conjunction with the Transaction a Private Placement of \$ \$721,490.60 will be concluded tomorrow.

Mr. Peter Lukesch, the Chief Executive Officer of the Corporation commented: “We are extremely delighted to be in the position to be part of a new social phenomenon which is focused on digital assets and transactions in the financial technology sector. The internet, in conjunction with the recently developed block chain technologies and our own proprietary Bitcore technology, will position our company as the market leader in the fast growing industry in the not too distant future.”

Peter Lukesch,
Director, Chief Executive Officer
BitRush Corp.
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FORWARD LOOKING INFORMATION

This press release contains forward-looking information which is not comprised of historical facts. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, performance and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information contained or referred to in this press release includes, but may not be limited to the proposed financing and the intended use of proceeds in connection therewith, the Corporation’s change of focus and plans following the completion of the Transaction.

Factors that could cause actual results to differ materially from those described in such forward-looking information include, but are not limited to, the inability to complete the financing, the inability to identify appropriate companies to acquire or to enter into joint ventures with strategic partners.

The forward-looking information in this press release reflects the current expectations, assumptions and/or beliefs of the Corporation based on information currently available to the Corporation. In connection with the forward-looking information contained in this press release, the Corporation has made assumptions about: The Corporation’s business, MezzaCap’s business, the economy and the cryptocurrency industry in general and the Corporation’s ability to complete the intended financing. 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. 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.

