

**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 28, 2015

Item 3 News Release

A news release was disseminated on September 30, 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 granting of stock options and the formation of START-IT, a wholly owned subsidiary.

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 30, 2015

PRESS RELEASE

BITRUSH CORP.

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

FOR IMMEDIATE RELEASE

CORPORATE UPDATE

Toronto, September 30, 2015: BitRush Corp. (“**BitRush**” or “**The Corporation**”) announces that it has granted 9,000,000 stock options to purchase common shares of BitRush to directors, officers and arm’s length consultants pursuant to the stock option plan approved by the shareholders of the Corporation on June 26, 2015. The options are exercisable at \$0.10 per share and expire in three years.

BitRush is also pleased to announce the formation of its wholly owned subsidiary START-IT Ltd. registered in Manchester, United Kingdom. The Company is positioned as business incubator and investment company in the area of cryptocurrency and/or crypto business start-ups. It closely cooperates with business angels, investment companies and non-profit organizations to find, incubate, develop and finance promising start-ups. Centerpiece of the incubator and investment business is to be the “start-it incubator platform”, a blockchain based platform that will offer Bitcoin based lending and investment services to start-ups.

As previously announced the START-IT Network has managed to attract more than a million registered cryptocurrency users with more than 1,000 websites registered in the Network. Just recently START-IT invested into CoinAdvert (www.coinadvert.net), a Bitcoin based ad broker service and into the Ukrainian cryptocurrency exchange and the consumer-to-consumer payment services (C2C) start-up Bitcoin Obmen (www.bitcoin-obmen.com) having secured the right to use their technology for BitRush’s proprietary BitCore FinTech platform.

Managing Director of START-IT is Werner Boehm who is also in charge of the Corporation’s business development activities.

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 intended use of proceeds in connection with the recently completed financing, the Corporation’s change of focus and plans following the completion of the transaction with MezzaCap GmbH.

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 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.

On behalf of the Board of Directors,

Peter Lukesch,
President and CEO,

Werner Boehm,
Business Development Coordinator
Bitrush Corporation

For further information contact Peter Lukesch at: peter.lukesch@bitrush.co