

**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**

January 15, 2016

**Item 3 News Release**

A news release was disseminated on January 18, 2016 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 refiling of the Management Information Circular dated May 22, 2015.

**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**

Werner Boehm  
Telephone: (416) 603 2114

**Item 9 Date of Report**

January 18, 2016

## PRESS RELEASE

### BITRUSH CORP.

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

TORONTO, ONTARIO, January 18, 2015 – BitRush Corp. (“**BitRush**” or the “**Corporation**”) (CSE: BRH) announces that it has refiled its management information circular dated May 22, 2015 in connection with the Corporation’s acquisition of MezzaCap GmbH on September 8, 2015. The amended circular includes the following items:

- Financial statements and associated management discussion & analysis of its wholly owned subsidiary, MezzaCap GmbH (“**Mezzacap**”), for the periods ended December 31, 2014, March 31, 2015 and June 30, 2015 (Schedule I, Exhibits 7 – 12),
- the pro-forma statements for the six months period ended June 30, 2015 including a presentation of the pro-forma profit and loss statements for the year ended December 31, 2014 (Schedule J, Exhibit 13),
- a revised narrative description of MezzaCap’s business including explanations on the impairment analysis of MezzCap’s intangible properties (Pages 27 – 39), and
- revised risk factors (Pages 51 – 58).

The Ontario Securities Commission (the “**OSC**”) has advised the Corporation that the management cease trade order (the “**MCTO**”) effective November 13, 2015 preventing the Chief Executive Officer and the Chief Financial Officer of the Corporation from trading, directly or indirectly, in the securities of the Corporation, will be removed two days after the removal of the default which will take place immediately following the filing of the management information circular, in accordance with the provisions of National Policy 12-203 (“**NP 12-203**”). The MCTO has not affected the ability of shareholders who are not insiders of the Corporation to trade their securities.

### FORWARD LOOKING INFORMATION

This press release contains certain “forward-looking information”. All statements, other than statements of historical fact, that address activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future (including, without limitation, the removal of the MCTO) constitute forward-looking information.

This forward-looking information reflects the current expectations or beliefs of the Corporation based on information currently available to the Corporation as well as certain assumptions. Forward-looking information is subject to a number of significant risks and uncertainties and other factors that may cause the actual results of the Corporation 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 Corporation.

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. 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.

On behalf of the Board of Directors,

Peter Lukesch,  
Director and Corporate Secretary,

For further information contact Werner Boehm at [werner.boehm@bitrush.co](mailto:werner.boehm@bitrush.co) or Peter Lukesch at: [peter.lukesch@bitrush.co](mailto:peter.lukesch@bitrush.co).