

**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**

July 21, 2015

**Item 3 News Release**

A news release was disseminated on March 21, 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 a private placement for \$500,000 at 10 cents per share and warrants at 15 cents per share

**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**

July 21, 2015

## PRESS RELEASE

### THE STREETWEAR CORPORATION

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

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#### FOR IMMEDIATE RELEASE

#### BITRUSH ANNOUNCES PRIVATE PLACEMENT

July 21, 2015, Toronto, Ontario – BitRush Corp. (the “**Corporation**”) announces a private placement in conjunction with the previously announced conditional approval for the Corporation’s common shares to be traded on the Canadian Securities Exchange.

The Private Placement, for aggregate proceeds of \$500,000 (the “**Offering**”), consists of the sale of 5,000,000 units (“**Units**”) at \$0.10 per Unit.

Each Unit will consist of one common share in the capital stock of the Corporation and one full purchase warrant (“**Warrant**”). One Warrant will entitle the holder to purchase one common share at a price of \$0.15 per common share until the date which is 24 months following the date of the Offering, whereupon the Warrants will expire. The securities issued pursuant to the Offering will be subject to a four months and one day statutory hold period.

For further details, please refer to the Corporation’s news release dated June 20, 2015.

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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.