

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

July 13, 2018.

Item 3 - News Release

A news release was disseminated on July 13, 2018 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

Further to the January 9, 2018 press release titled BITRUSH CORP. OBTAINS COURT ORDER DIRECTING VALUATION the Special Committee of the board of directors reported that the Company was successful in its Application against Werner Boehm (former CEO), Alfred Dobias (former Director), MezzaCap Investments UK Ltd.(MezzaCap) and Elfriede Sixt (former Accounting). Ontario Superior Court of Justice Commercial List Court File No. CV-16-11653-00CL.

In its decision of November 14, 2017, the Court declared that Werner Boehm had breached his fiduciary duties to BitRush Corp. and caused the affairs of the Company to be conducted in an oppressive manner that unfairly disregarded and was unfairly prejudicial to BitRush Corp. and its shareholders. The Court ordered, among other things, that Boehm and MezzaCap repay \$561,373 that had been misappropriated from BitRush and ordered costs of \$225,956 payable to BitRush. In the event that the \$561,373 was not repaid, it was ordered that BitRush could cancel shares held by MezzaCap of equivalent value. The funds have not been repaid.

On June 29, 2018, the Ontario Superior Court of Justice amended its decision of November 14, 2017 to fix the appropriate share price for the cancellation of BitRush shares held by MezzaCap at \$0.005, which resulted in an order for the cancellation of up to 112,274,600 shares held by MezzaCap. MezzaCap is currently the registered shareholder of 68,894,175 shares of BitRush, all of which will be cancelled pursuant to the order.

The Special Committee board members Hansjoerg Wagner and Karsten Arend jointly stated that this is a major success for the shareholders of BitRush and that the board of directors has begun the process of identifying additional board members and the future strategic direction of the Company. In keeping with the above, the Special Committee will continue working towards lifting the cease trade order.

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

July 13, 2018.

Schedule A

BITRUSH CORP. SUCCESSFUL IN CANCELLING SHARES OF WERNER BOEHM AND MEZZACAP

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US NEWSWIRE

TORONTO, ONTARIO, JULY 13, 2018 –The Special Committee of the board of directors of BitRush Corp. (CSE:BRH, Frankfurt:OXSN) ("BRH", "BitRush" or the "Company") is pleased to provide the following update to shareholders.

Further to the January 9, 2018 press release titled BITRUSH CORP. OBTAINS COURT ORDER DIRECTING VALUATION the Special Committee of the board of directors is pleased to report that the Company was successful in its Application against Werner Boehm (former CEO), Alfred Dobias (former Director), MezzaCap Investments UK Ltd.(MezzaCap) and Elfriede Sixt (former Accounting). Ontario Superior Court of Justice Commercial List Court File No. CV-16-11653-00CL.

In its decision of November 14, 2017, the Court declared that Werner Boehm had breached his fiduciary duties to BitRush Corp. and caused the affairs of the Company to be conducted in an oppressive manner that unfairly disregarded and was unfairly prejudicial to BitRush Corp. and its shareholders. The Court ordered, among other things, that Boehm and MezzaCap repay \$561,373 that had been misappropriated from BitRush and ordered costs of \$225,956 payable to BitRush. In the event that the \$561,373 was not repaid, it was ordered that BitRush could cancel shares held by MezzaCap of equivalent value. The funds have not been repaid.

On June 29, 2018, the Ontario Superior Court of Justice amended its decision of November 14, 2017 to fix the appropriate share price for the cancellation of BitRush shares held by MezzaCap at \$0.005, which resulted in an order for the cancellation of up to 112,274,600 shares held by MezzaCap. MezzaCap is currently the registered shareholder of 68,894,175 shares of BitRush, all of which will be cancelled pursuant to the order.

The Special Committee board members Hansjoerg Wagner and Karsten Arend jointly stated that this is a major success for the shareholders of BitRush and that the board of directors has begun the process of identifying additional board members and the future strategic direction of the Company. In keeping with the above, the Special Committee will continue working towards lifting the cease trade order.

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, the future plans of the Company including the lifting of the cease-trade order) 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 Company to prepare and file the required financial information. 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, unforeseen circumstances that would delay the Company's plans and the filing of an application for the lifting of the cease trade order, and obtaining the lifting of same.

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