

FORM 51-102F3

MATERIAL CHANGE REPORT UNDER SECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102

1. **Name and Address of Company**

BitRush Corp. (the "Company")
77 King Street West, Suite 2905
Toronto, Ontario M5K 1H1

2. **Date of Material Change**

May 21, 2021.

3. **News Release**

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Accesswire in Toronto, Ontario on May 21, 2021.

4. **Summary of Material Change**

On May 21, 2021, the Company announced that it had obtained an order fully revoking the Cease Trade Order issued by the Ontario Securities Commission on December 2, 2016. The material change is further described in the Company's news release attached hereto as Schedule "A", which is incorporated in this report.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

Please refer to Item 4 and Schedule "A" attached hereto.

5.2. Disclosure for Restructuring Transactions

Not applicable.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The following is the name and telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Karsten Arend
President, Chief Executive Officer and a Director
(647) 660-8703 or info@bitrush.com
info@bitrush.com

9. **Date of Report**

May 21, 2021.

SCHEDULE "A"

BITRUSH CORP. OBTAINS FULL REVOCATION OF CEASE TRADE ORDER

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US NEWSWIRES

TORONTO, ONTARIO, May 21, 2021 – BitRush Corp. (CSE:BRH, Frankfurt:0XSN) ("**BitRush**" or the "**Company**") is pleased to announce that the Ontario Securities Commission (the "**OSC**") has granted an order (the "**Revocation Order**") fully revoking the cease trade order issued by the OSC on December 2, 2016 (the "**FFCTO**").

The cease trade order had been imposed by the OSC due to the failure of Corporation to file, its CEO and CFO certificates to accompany the interim financial statements and management's discussion and analysis for the nine-month period ended for the year ended September 30, 2016 within the time required by Ontario securities laws.

The current directors and officers of the Corporation are as follows: Karsten Arend, President and Chief Executive Officer, and a Director of the Company; Keith Li, Chief Financial Officer and Secretary of the Company; Hansjoerg Wagner, Director of the Company and Edward (Ted) Boyd, Director of the Company.

Save for certain historical continuous disclosure materials the Corporation has been exempted from filing pursuant to the Revocation Order, the Corporation has filed all continuous disclosure materials required to be filed pursuant to applicable securities laws. These materials are available under the Corporation's SEDAR profile at www.sedar.com.

The Corporation has filed the following documents on SEDAR: unaudited annual financial statements for the years ended December 31, 2016, 2017, 2018, 2019 and 2020 and the related Management's Discussion and Analysis for such years and the CEO and CFO certificates required under National Instrument 52-109 in respect of the above-mentioned annual filings.

The Corporation has provided an undertaking to the OSC that it will hold an annual and special general meeting of shareholders within the next three months.

Notwithstanding the Revocation Order, the Company's common shares which are listed on the Canadian Securities Exchange (the "**CSE**") under the symbol "**BRH**" remain suspended from trading in accordance with the rules of the CSE which will continue until such time as the Company meets the requirements of the CSE for trading in the common shares to resume. The Corporation does not have any definitive plans in place for the operation of a business going forward. However, it is the intention of management of the Corporation to investigate opportunities going forward.

Karsten Arend, the President and Chief Executive Officer of BitRush stated: "We're pleased and excited about having obtained this order which gives us the opportunity to finally move forward on a path towards success".

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 Company's future plans) 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 raise sufficient funds and to find appropriate business opportunities in a timely manner. 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, the inability of the Company to attract investors, to find appropriate business opportunities on a viable economic basis or to raise funds in a timely manner, if at all, in order to grow and develop a business and/or the failure to formulate definitive plans to operate a business successfully, or the inability of the Company to reactivate the trading of its shares on the CSE.

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.

Karsten Arend

CEO, President and Director

For further information, contact Karsten Arend at (647) 660-8703 or info@bitrush.com.