

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of BitRush Corp. (“**BitRush**” or the “**Corporation**”) will be held at 77 King Street West, Suite 2905, Toronto, Ontario M5K 1H1, on August 19, 2021, commencing at 11:00 a.m. (Toronto time), for the following purposes, each as described under the heading “Particulars of Matters to be Acted Upon” in the management information circular (the “**Management Information Circular**”) of the Corporation accompanying this notice of meeting:

1. to receive the financial statements of the Corporation for the year ended December 31, 2016, 2017, 2018, 2019 and 2020 and each of the auditor’s report thereon;
2. to appoint Manning Elliott, LLP Chartered Professional Accountants as auditor of the Corporation for the financial year ended December 31, 2021, and authorize the board of directors to fix the remuneration of the auditor;
3. to elect the board of directors for the ensuing year;
4. to consider and, if thought advisable, to authorize by means of a special resolution, with or without variation, an amendment to the articles of the Corporation to change the name of the Corporation from “BitRush Corp.” to “BetterFutures Enterprises Corp.”, or such other name as may be approved by the board of directors of the Corporation and applicable regulatory authorities;
5. to consider and, if thought advisable, to confirm by means of an ordinary resolution, the enactment of the new By-law No. 2 of the Corporation and the repeal of the Corporation’s previously existing by-laws;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve and adopt the 2021 Omnibus Equity Incentive Compensation Plan to replace the existing the Corporation’s stock option plan; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting. A “special resolution” is a resolution passed by at least two thirds of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the Management Information Circular under the section entitled “*Particulars of Matters to be Acted Upon*”.

The board of directors has fixed July 5, 2021, as the record date (“**Record Date**”) for the determination of shareholders entitled to notice of and to vote at the meeting and at any adjournment thereof. Only shareholders of record on the Record Date are entitled to receive notice of and to vote at the Meeting or any adjournments or postponements thereof.

Special Measures in Response to the Current COVID-19 (coronavirus) Outbreak

While as of the date of this Notice and accompanying Management Information Circular, the Corporation intends to hold the Meeting in physical in-person format, it is continuously monitoring the COVID-19 pandemic. In light of the rapidly evolving news and guidelines related to the COVID-19 pandemic, the Corporation asks that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. Shareholders should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if they or someone with whom they have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **All shareholders are strongly encouraged to vote prior to the Meeting by any of the means described in the Management Information Circular.**

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 pandemic including, if considered necessary or advisable, providing a virtual webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication, placing restrictions on in-person attendance, or postponing or adjourning the Meeting.

Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor the Corporation's press releases as well as the Corporation's website at www.bitrush.com for updated information. If applicable and as appropriate, the Corporation will provide required information on the logistical details of a virtual or hybrid Meeting including how a shareholder can remotely access, participate in and vote at a Meeting. An amended Circular will not be mailed out in the event of changes to the Meeting format.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Procedures**") that came into effect on February 11, 2013 under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Procedures allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Management Information Circular, financial statements of the Corporation for the fiscal years ended December 31, 2016, 2017, 2018, 2019 and 2020 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for such fiscal years ("**MD&A**") may be found on the Corporation's SEDAR profile at www.sedar.com and also on the Corporation's website at www.bitrush.com/investors. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access Procedures. Stratification occurs when a reporting issuer using the Notice-and-Access Procedures provides a paper copy of the Management Information Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Procedures, which will not include a paper copy of the Management Information Circular.

Obtaining Paper Copies of Materials

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation's transfer agent Capital Transfer Agency Inc. ("**Capital Transfer**") toll-free at 1.844.499.4482. Shareholders may also obtain paper copies of the Management Information Circular, Financial Statements and MD&A free of charge by contacting Capital Transfer at the same toll-free number or upon request to the Corporation's Chief Executive Officer.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Capital Transfer, as applicable, by 5:00 p.m. on July 30, 2021 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting

common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Capital Transfer (in the case of registered holders) at 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2, Fax Number: 416.350.5008, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. Shareholders are reminded to review the Management Information Circular before voting.

DATED at Toronto, Ontario, on July 8, 2021

**BY ORDER OF THE BOARD OF DIRECTORS OF
BITRUSH CORP.**

/s/ "Karsten Arend"

Karsten Arend
Chief Executive Officer, President and Director