

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **Name and Address of Company**

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

2. **Date of Material Change**

December 6, 2021

3. **News Release**

The news release attached hereto as Schedule "A" announcing the material change described herein were released through AccessWire on December 6, 2021.

4. **Summary of Material Change**

The Company completed a non-brokered private placement of 3,000,000 units ("**Units**") comprising one (1) common share of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"), for a subscription price equal to \$0.05 per Unit, for gross proceeds of \$150,000. The material change is described in the Company's news release attached hereto as Schedule "A, which news release is incorporated herein.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

No information other than that provided in Item 4 above is presently available.

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 business 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
info@bitrush.com

9. **Date of Report**
December 6, 2021.

Schedule "A"

BITRUSH CORP. COMPLETES PRIVATE PLACEMENT

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US NEWSWIRES

TORONTO, ONTARIO, December 6, 2021 – BitRush Corp. (CSE:BRH, Frankfurt:0XSN) (“**BitRush**” or the “**Company**”) is pleased to announce that it has completed a non-brokered private placement (the “**Private Placement**”), of 3,000,000 units (“**Units**”) comprising one (1) common share of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”), for a subscription price equal to \$0.05 per Unit, for gross proceeds of \$150,000. Each Warrant entitles the investor to purchase one additional Common Share on or before the date that is three (3) years from the date the Common Shares resume trading on the Canadian Securities Exchange (the “**CSE**”), at an exercise price of \$0.10 per Common Share. The Warrants contain a feature enabling the Company to accelerate the expiry date for the Warrants upon notice to the Warrant holder if the closing trading price of the Common Shares on the CSE is not less than \$0.15 for ten consecutive trading days. Proceeds from the Private Placement will be used principally for general corporate purposes and as described herein.

All securities issued pursuant to the Private Placement are subject to a statutory hold period expiring on April 7, 2021. However, the common shares of the Company, including the Common Shares sold in the Private Placement, remain suspended from trading in accordance with the rules of the CSE. Such suspension will continue until such time as the Company effectively meets certain listing requirements of the CSE. Although the Company does not have any definitive plans for the operation of a business, it remains committed to investigating and evaluating opportunities with a view to the development of a sustainable business.

Karsten Arend, the President and Chief Executive Officer of BitRush stated: “We are continuing to move forward and these funds will help the Company in its day-to-day activities and for purposes of investigating potential business opportunities that are economic in nature with an anticipated above-average growth trajectory, and that will enable the Company to resume trading on the CSE.”

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 expected future plans described in this news release) 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 be presented with or 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 find appropriate business opportunities that are economically viable or to raise funds in a timely manner, if at all, that may be required 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 meet CSE listing requirements and 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.