

BITRUSH CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF PROXY MATERIALS

You are receiving this notification as BitRush Corp. (“**BitRush**” or the “**Corporation**”) has decided to use the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Corporation’s annual general and special meeting. However, instead of a paper copy of the Information Circular (as defined below), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

The annual general and special meeting (the “**Meeting**”) of the holders of common shares of BitRush Corp. 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 in the management information circular of the Corporation dated July 8, 2021 (the “**Information Circular**”) accompanying the 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 (**see “Particulars of Matters To Be Acted Upon - Appointment of Auditors” in the Information Circular**);
3. to elect the board of directors for the ensuing year (**see “Particulars of Matters To Be Acted Upon - Election of Directors” in the Information Circular**);
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 (**see “Particulars of Matters To Be Acted Upon - Name Change” in the Information Circular**);
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 (**see “Particulars of Matters To Be Acted Upon - Confirmation of By-Law No. 2 and Repeal of Existing By-Laws” in the Information Circular**);
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 (**see “Particulars of Matters To Be Acted Upon - Approval of the Omnibus Incentive Plan” in the Information Circular**); 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 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.

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 are a new set of rules that allows 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 Circular, financial statements of the Corporation for the 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 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 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 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 Corporate Secretary.

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 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 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