Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

BlueRush Inc. (the "**Company**")
4711 Yonge Street, 10th Floor
Toronto, Ontario M2N 6K8

Item 2. Date of Material Change

June 18, 2024

Item 3. News Release

A news release with respect to the material change referred to in this report was disseminated on June 18, 2024 through GlobeNewswire and filed on the system for electronic document analysis and retrieval (SEDAR+).

Item 4. Summary of Material Change

The Company announced its intention to complete a non-brokered private placement financing for gross proceeds of up to $1,020,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the news release attached hereto.

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

For additional information, please contact Stephen Taylor, Chief Executive Officer of the Company, at (416) 457-9391.

Item 9. Date of Report

June 18, 2024

BLUERUSH ANNOUNCES PROPOSED NON-BROKERED PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Toronto, Ontario, June 18, 2024 - BlueRush Inc. ("**BlueRush**" or the "**Company**") (TSXV:BTV; OTCQB:BTVRF), a personalized video Software as a Service ("**SaaS**") company, announced today a proposed non-brokered private placement financing pursuant to which BlueRush proposes to raise gross proceeds of up to $1,020,000 through the issuance of up to 68 units (a "**Unit**" or "**Units**") of the Company at $15,000 per Unit (the "**Offering**"). Each Unit shall consist of (i) 500,000 common shares of the Company (the "**Common Shares**") at a deemed price of $0.02 per Common Share, (ii) 500,000 transferable common share purchase warrants, with each warrant entitling the holder thereof to acquire one additional Common Share at a price of $0.05 per Common Share until the date that is 60 months from the closing, and (iii) a $5,000 principal amount 10.0% unsecured convertible debentures (the "**Convertible Debentures**") with each Convertible Debenture maturing on the date which is 60 months from closing and convertible into Common Shares at a conversion price of $0.05 per Common Share in the first year and $0.10 per Common Share in years two to five.

The net proceeds of the Offering will be used by the Company for working capital and to address certain aged payables. Except for salaries paid in the ordinary course, none of the proceeds will be used for payments to Non-Arm's Length Parties (as such term is defined by the TSX Venture Exchange (the "**TSXV**")) of the Company. In addition, the Company will not use more than 10% of the proceeds towards Investor Relations Activities (as such term is defined by the TSXV).

In connection with the issue and sale of the Units pursuant to the Offering, the Company may pay registered dealers and finders a cash commission equal to 8% of the aggregate gross proceeds under the Offering.

All securities issued pursuant to the Offering will be subject to a four-month hold period pursuant to securities laws and the policies of the TSXV. Closing of the Offering is subject to, amongst other things, prior approval of the TSXV.

About BlueRush

BlueRush, through its wholly owned operating subsidiary, builds and delivers products and services that engage customers in the digital channels. BlueRush's flagship product, IndiVideo®, is a disruptive, award-winning interactive personalized video platform that drives return on investment throughout the customer lifecycle, from increased conversions to more engaging statements and customer care. IndiVideo® enables BlueRush clients to capture knowledge and data from their customers' video interaction, creating new and compelling data driven customer insights. For more information visit https://www.bluerush.com.

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Chief Executive Officer

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Cautionary Statements

Certain statements contained in this press release may constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Company, are intended to identify forward-looking information, including, without limitation: the size of the Offering; the closing of the Offering; and the use of the proceeds of the Offering. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Company's current views and intentions with respect to future events, and current information available to the Company, and are subject to certain risks, uncertainties and assumptions. Material factors or assumptions were applied in providing forward-looking information. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. These factors include, without limitation: changes in law; the ability to implement business strategies and pursue business opportunities; state of the capital markets; the availability of funds and resources to pursue operations; a novel business model; dependence on key suppliers and local partners; competition; the outcome and cost of any litigation; the general impact of COVID-19 pandemic, as well as general economic, market and business conditions, as well as those risk factors discussed or referred to in disclosure documents filed by the Company with the securities regulatory authorities in certain provinces of Canada and available at www.sedarplus.com. Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.