



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22^e étage
20, rue queen ouest
Toronto ON M5H 3S8

BLUERUSH INC.

PARTIAL REVOCATION ORDER

Under the securities legislation of Ontario (the **Legislation**)

Background

1. BlueRush Inc. (the **Issuer**) is subject to a failure-to-file cease trade order (the **FFCTO**) issued by the Ontario Securities Commission (the **Principal Regulator**) on December 4, 2024.
2. The Issuer has applied to the Principal Regulator for a partial revocation of the FFCTO.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* or in National Policy 11-207 *Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions* have the same meaning if used in this partial revocation order, unless otherwise defined.

Representations

3. This decision is based on the following facts represented by the Issuer:
 - (a) The Issuer was incorporated under the *Business Corporations Act* (Ontario) on April 6, 2004. On July 8, 2004, the articles of the Issuer were amended to remove the private company restrictions. On December 4, 2007, the articles of the Issuer were amended to change the name of the Issuer from Soyers Capital Limited to BlueRush Media Group Corp. On April 27, 2018, the articles of the Issuer were amended to change the name of the Issuer from BlueRush Media Group Corp. to BlueRush Inc. On December 8, 2022, the articles of the Issuer were amended to consolidate the common shares of the Issuer (the **Common Shares**).
 - (b) The Issuer's head office is located in Toronto, Ontario.
 - (c) The Issuer, through its wholly-owned operating subsidiary, is a personalized video Software as a Service (SaaS) company that builds and delivers products and services that engage customers in the digital channels.
 - (d) The Issuer is a reporting issuer in each of Ontario, Alberta and British Columbia. The Issuer is not a reporting issuer in any other jurisdiction of Canada.
 - (e) The authorized capital of the Issuer consists of an unlimited number of Common Shares, of which 68,528,791 are issued and outstanding as of the date hereof. In

addition, the Issuer has options outstanding which are exercisable into 3,960,000 Common Shares, warrants outstanding which are exercisable into 45,398,437 Common Shares, broker warrants outstanding which are exercisable into 2,157,500 Common Shares, and approximately US\$3,023,995 principal amount of debt outstanding which is comprised of 10.0% unsecured convertible debentures that mature on June 30, 2026 and that are convertible, at the holder's election, into Common Shares at US\$0.20 per share (the **Convertible Debentures**).

- (f) The Issuer is in default of its obligations under the Convertible Debentures as a result of failing to make an annual interest payment.
- (g) The Common Shares are currently listed on the TSX Venture Exchange (the **TSXV**) under the symbol "BTV". The securities of the Issuer are not listed or quoted on any other exchange or marketplace in Canada or elsewhere.
- (h) In connection with the FFCTO, on December 5, 2024, the Common Shares were suspended from trading on the TSXV.
- (i) The FFCTO was issued as a result of the Issuer's failure to file the following continuous disclosure documents as required by Ontario securities law:
 - (i) audited annual financial statements for the year ended July 31, 2024, as required by National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**),
 - (ii) management's discussion and analysis (**MD&A**) relating to the audited annual financial statements for the year ended July 31, 2024, as required by NI 51-102, and
 - (iii) certification of the foregoing filings, as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (**NI 52-109**)(collectively, the **Required Documents**).
- (j) The Required Documents were not filed in a timely manner as a result of financial obligations to the auditors.
- (k) Subsequent to the failure to file the Required Documents, the Issuer also failed to file the following documents:
 - (i) interim unaudited financial statements for the interim periods ended October 31, 2024, January 31, 2025 and April 30, 2025,
 - (ii) MD&A relating to the financial statements referred to in subparagraph (i) above, and

- (iii) certificates required to be filed in respect of the financial statements and MD&A referred to in subparagraphs (i) and (ii) immediately above pursuant to NI 52-109,

(together with the Required Documents, the **Required Continuous Disclosure**).

- (l) The Issuer is seeking a partial revocation of the FFCTO to permit the Issuer to conduct a financing on a private placement basis (the **Proposed Financing**), pursuant to which one or more investors (**Investors**) will advance in aggregate up to \$750,000 in favour of the Issuer in the form of a secured loan pursuant to a credit agreement. It is anticipated that the loan will have a term of 6 months from the date of issuance thereof and will accrue interest at a rate of 5% per annum. The loan is expected to be secured against all of the assets of the Issuer, subordinate to the Issuer's senior lender, pursuant to a general security agreement.
- (m) The Proposed Financing consists solely of the secured loan which will not be convertible pursuant to its terms into Common Shares or other securities of the Issuer.
- (n) The Proposed Financing will be conducted on a prospectus exempt basis with Investors resident in Canada in reliance on, and in accordance with:
 - (i) the prospectus exemption in section 2.24 [*Employee, executive officer, director and consultant*] of National Instrument 45-106 *Prospectus Exemptions* (**NI 45-106**), or
 - (ii) the accredited investor exemption in section 73.3 of the *Securities Act* (Ontario) (the **Act**) or section 2.3 of NI 45-106, as applicable.

In the event that any Investors are located in the United States, the Proposed Financing will be conducted (i) pursuant to the exemption for accredited investors under SEC Rule 506(c), and (ii) in accordance with the prospectus exemption in section 2.3 of OSC Rule 72-503 *Distributions Outside Canada*.

- (o) The Proposed Financing is subject to certain filings required by the TSXV and will be completed in accordance with all applicable laws.
- (p) The Issuer is seeking a partial revocation of the FFCTO to conduct the Proposed Financing to enable it to raise the funds necessary to prepare and file the Required Continuous Disclosure and provide it with sufficient working capital to fund the expenses as outlined below in order to continue its operations and achieve its operational milestones until it can apply for a full revocation of the FFCTO.
- (q) The Issuer is not considering, nor is it involved in, any discussions relating to a reverse take-over, merger, amalgamation or other form of combination or transaction similar to any of the foregoing.

- (r) Other than the failure to file the Required Continuous Disclosure and pay any related filing fees, participation fees and late fees, the Issuer is not in default of any of the requirements of applicable securities legislation in any jurisdiction of Canada. The Issuer is not in default of the FFCTO. The Issuer's SEDAR+ and SEDI profiles are up to date.
- (s) The Issuer intends to use the proceeds of the Proposed Financing to (i) resolve outstanding audit and other fees, (ii) prepare and file the Required Continuous Disclosure (including the audited annual financial statements), (iii) pay all other costs associated with applying for a full revocation of the FFCTO, and (iv) otherwise satisfy its operational and contractual commitments as well as its operating expenses during the period that the FFCTO remains in effect to ensure the continuity of the Issuer's business during such time, in each case until the Issuer is in a position to fund operations through sales or raise capital from other sources upon the issuance of a full revocation order in respect of the FFCTO. The proposed allocation of the proceeds of the Proposed Financing for such purposes is as follows:

PURPOSE	AMOUNT
Audit, legal fees and other professional fees	\$475,000
Regulator fees in respect of full revocation order	\$25,000
Shareholder Meeting and TSXV Expenses	\$10,000
Accounts Payable with key arm's length vendors	\$190,000
Working Capital	\$50,000
TOTAL:	\$750,000

- (t) Subsequent to this partial revocation order being granted and within a reasonable time following the completion of the Proposed Financing, the Issuer intends to apply for and obtain a full revocation of the FFCTO by filing the Required Continuous Disclosure, paying all outstanding fees and correcting any other continuous disclosure deficiencies that may subsequently arise.
- (u) Subject to completion of the Proposed Financing, the Issuer anticipates filing all of the Required Continuous Disclosure and bringing its continuous disclosure record up to date on or before August 29, 2025.
- (v) The Issuer reasonably believes that the proceeds from the Proposed Financing will be sufficient to bring its continuous disclosure obligations up to date and pay all related outstanding fees and provide it with sufficient working capital to continue its business.
- (w) The Proposed Financing may be considered to involve a trade of securities and acts in furtherance of trades and cannot be completed without a partial revocation of the FFCTO.
- (x) Upon issuance of this partial revocation order and completion of the necessary filings for the Proposed Financing with the TSXV, the Issuer will issue a press release announcing this partial revocation order and the intention to complete the

Proposed Financing. Upon completion of the Proposed Financing, the Issuer will issue a press release and file a material change report. As other material events transpire, the Issuer will issue appropriate press releases and material change reports as applicable.

- (y) Since the issuance of the FFCTO, there have not been any material changes in the business, operations or affairs of the Issuer that have not been disclosed to the public.

Order

- 4. The Principal Regulator is satisfied that this order to partially revoke the FFCTO meets the test set out in the Legislation for the Principal Regulator to make the decision.
- 5. The decision of the Principal Regulator under the Legislation is that the FFCTO is partially revoked as it applies to the Issuer and its agents solely to permit the trades in securities of the Issuer (including for greater certainty, acts in furtherance of trades in securities of the Issuer) that are necessary for and are in connection with the Proposed Financing, provided that:

(a) prior to completion of the Proposed Financing, the Issuer will:

- (i) provide to each Investor under the Proposed Financing a copy of the FFCTO,
- (ii) provide to each Investor under the Proposed Financing a copy of this partial revocation order, and
- (iii) obtain from each Investor under the Proposed Financing a signed and dated acknowledgement, which clearly states that all of the Issuer's securities, including the securities issued in connection with the Proposed Financing, will remain subject to the FFCTO until a full revocation order is granted and that the issuance of a partial revocation order does not guarantee the issuance of a full revocation order in the future;

(b) the Issuer will make available a copy of the written acknowledgements referred to in paragraph 5(a)(iii) above to staff of the Principal Regulator on request;

(c) this partial revocation order only varies the FFCTO and does not provide an exemption from the prospectus requirement; and

(d) this partial revocation order will terminate on the earlier of:

- (i) the completion of the Proposed Financing, and
- (ii) 90 days from the date hereof.

DATED this 10th day of July, 2025.

“Erin O’Donovan”

Erin O’Donovan
Associate Vice President, Corporate Finance
Ontario Securities Commission

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