

BLUERUSH ANNOUNCES PRIVATE PLACEMENT OF UP TO US\$5 MILLION OF CONVERTIBLE DEBENTURE UNITS

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TORONTO, June 6, 2022 /CNW/ - BlueRush Inc. ("**BlueRush**" or the "**Company**") (TSXV: BTV) (OTCQB: BTVRF), an emerging personalized video creation Software as a Service company, is pleased to announce that it intends to complete a proposed non-brokered private placement (the "**Offering**") up to 5,000 convertible debenture units (the "**Convertible Debenture Units**") at a price of US\$1,000 per Convertible Debenture Unit, for aggregate gross proceeds of up to US\$5,000,000. Each Convertible Debenture Unit will consist of US\$1,000 principal amount of a 10.0% unsecured convertible debenture (the "**Convertible Debentures**") and 12,500 common share purchase warrants (the "**Warrants**") of the Company.

Each Convertible Debenture shall mature on the date which is 48 months from the closing of the Offering and will be convertible into common shares of the Company ("**Common Shares**") at a conversion price of US\$0.04 per Common Share (the "**Conversion Price**"). Each Warrant shall entitle the holder thereof to acquire one additional Common Share at a price of US\$0.075 per share until the date that is forty-eight (48) months from the closing of the Offering.

The Company may force the conversion of the Convertible Debentures in the event (i) the volume weighted average price of the Common Shares on the TSX Venture Exchange (the "**TSXV**") is greater than US\$0.15 for any twenty (20) consecutive trading days, (ii) the Company is uplisted in the U.S., and (iii) the Company is current with its securities and TSXV filing requirements. Interest on the principal amount of the Convertible Debentures will be paid on June 30 of each year commencing on June 30, 2023. In addition, the principal amount of the Convertible Debentures may be redeemed by the Company at any time upon payment of a 25% prepayment penalty and subject to a maximum per annum interest return of 24% (including, without limitation, interest and the prepayment penalty).

Subscribers, including Canadians, may subscribe in Canadian dollars. In the event, the entire Offering is completed in Canadian dollars the Offering would be at C\$0.05 per Convertible Debenture Unit, for aggregate gross proceeds of up to C\$6,289,500 with each Convertible Debenture convertible at C\$0.05 and each whole Warrant exercisable at C\$0.094 per share.

As a condition to receiving TSXV approval for the Offering, within six months of closing of the Offering, the Company will be required, and intends, to consolidate the Common Shares on the basis of one (1) post-consolidation Common Share for a minimum of two (2) pre-consolidation Common Shares (the "**Consolidation**"), or such greater number of pre-consolidation shares as may be determined by the board of directors or may be required to obtain approval of the Offering and the Consolidation from the TSXV. Accordingly, subsequent to closing of the Offering, the Company intends on calling a special shareholders' meeting seeking shareholder approval for the Consolidation. Additional information relating to the proposed Consolidation will be included in a management information circular of the Company which will be available on SEDAR at www.sedar.com.

In the event the Consolidation does not occur on or before the date that is six months from the closing of the Offering, the Conversion Price will be increased to US\$0.08 (C\$0.10) on the date that is 24 months from the closing of the Offering.

The Company intends to use the net proceeds from the Offering for general working capital.

In connection with the Offering, the Company will pay participating registered dealers a cash commission equal to 8.0% of the aggregate gross proceeds of the Offering. In addition, registered dealers will receive non-transferable warrants (the "**Broker Warrants**") exercisable at US\$0.04 or C\$0.05, as applicable, at any time prior to the date that is 48 months from the closing to acquire that number of Common Shares equal to 15.0% of the number of Common Shares issuable under Convertible Debentures placed by such dealer pursuant to the Offering. In addition, the Company shall pay registered dealers a fee equal to 2.0% of the aggregate amount converted by a referred subscriber, if applicable, and a fee equal to 3.0% of the aggregate exercise price of Warrants exercised by a referred subscriber, if applicable.

The Offering is to be issued in the United States pursuant to available exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "**1933 Act**"), and in the provinces of Canada, and such other jurisdictions as may be determined by the Company, by way of private placement exemptions from prospectus requirements, subject to the receipt of necessary regulatory approvals.

The Convertible Debentures and Warrants forming part of the Convertible Debenture Units, and any securities issuable upon conversion or exercise thereof, will be subject to a statutory hold period of four months and one day from the date of issuance of the Convertible Debenture Units. The Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the TSXV.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. Neither the Convertible Debentures nor the Warrants being offered, nor the Common Shares issuable upon the conversion or exchange thereof, have been or will be registered under the 1933 Act or state securities laws. Accordingly, the Convertible Debenture Units may not be offered or sold to U.S. persons except pursuant to applicable exemptions from the registration requirements of the 1933 Act and applicable state securities laws is available.

About BlueRush

BlueRush develops and markets IndiVideo™, 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.

Forward-Looking 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, including: statements with respect to the Offering; the Company's use of the net proceeds of the Offering; completion and timing of the Consolidation and a shareholders' meeting; and the receipt of all approvals of the TSXV in connection therewith; are intended to identify forward-looking information. 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.sedar.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.

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.

SOURCE BlueRush Inc.

For further information: Steve Taylor, CEO, Tel: 416-457-9391, steve.taylor@bluerush.com

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