BLUERUSH MEDIA GROUP CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
Dated: December 30, 2013
For The Three Months Ended October 31, 2013

This management's discussion and analysis of the consolidated financial condition and results of operation ("MD&A") of BlueRush Media Group Corp. ("BlueRush" or the "Company") should be read in conjunction with BlueRush's audited consolidated financial statements and notes thereto as at and for the year ended July 31, 2013 and 2012. Accounting policies followed in the preparation of the annual consolidated financial statements are disclosed in note 2 of the Notes to the audited consolidated financial statements as at and for the years then ended July 31, 2013 and 2012.

The Company prepares and files its interim financial statements and MD&A in Canadian dollars and in accordance with International Financial Reporting Standards, ("IFRS"). Additional information relating to the Company is available on SEDAR at www.sedar.com and at our website www.bluerush.ca.

References to "We", "Our", "BlueRush", or "the Company" mean BlueRush Media Group Corp. and subsidiary, unless the context requires otherwise.

The MD&A was approved for issue by the Board of Directors on December 30, 2013.

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to future events or the Company's future performance and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, but is not limited to, the Company's expectations regarding its future working capital requirements, including its ability to satisfy such requirements, the exposure of its financial instruments to various risks and its ability to manage those risks, the Company's ability to use loss carryforwards, and fees to be incurred by foreign subsidiaries.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: obtaining the necessary financing for operations, our ability to generate taxable income from operations, fluctuations in the value of our portfolio investments due to market conditions and/or company-specific factors, fluctuations in prices of commodities underlying our interests and portfolio investments, risks relating to oil and gas exploration activities generally, strength of the Canadian, U.S. and global economies, foreign exchange fluctuations, political and economic conditions in the countries in which the Company's property interests are located and other risks included elsewhere in this MD&A under the heading "Risks" and in the Company's public disclosure documents filed with certain Canadian securities regulatory authorities and available under the Company's profile at www.sedar.com.

NATURE OF THE BUSINESS

BlueRush, through its wholly owned subsidiary, BlueRush Digital Media Corp., is a digital marketing company which combines leading edge technology with award winning creative design. BlueRush helps companies design, develop and manage their end-to-end digital media strategy. BlueRush also creates innovative rich media and social media products and solutions that companies can leverage across all new media platforms including Internet, Web TV, Smartphones, Tablet Computers and Digital Signs. BlueRush Media Group Corp. is a publicly listed company on the TSX Venture Exchange trading under the symbol "BTV" and is headquartered at 75 Sherbourne Street in Toronto, Canada.

OVERALL PERFORMANCE

The Company had a solid quarter with revenues of $1,379,454 and net income of $202,570. This was achieved with new project engagements as well as the completion of others including a number of larger projects from a major insurance client. One project in particular with a client was noteworthy in that it utilized many BlueRush resources from various disciplines including strategists, user experience architects as well as developers. The Company also completed projects in healthcare in the area of mobile tablets. Testing of Digital Reach continued for the version created from the strategic partner. Management is also exploring new options for strategic partnerships to help increase its sales of products and find new products to offer existing clients in both financial services and healthcare. We expect to include an amended investment tax credit for SR&ED for the 2012 fiscal year in our next quarter results.

RESULTS OF OPERATIONS

Certain financial information for the Company as of October 31, 2013 and July 31, 2013 and for the three months ended October 31, 2013 is provided below:

	As of October 31, 2013 (Unaudited)	As of July 31, 2013 (Audited)
Total Assets	$ 2,823,141	$ 2,735,692
Total Financial Liabilities	180,053	248,725
Shareholders' Equity	2,241,109	2,038,539

	Three Months Ended	
	October 31, 2013 (Unaudited)	October 31, 2012 (Unaudited)
Revenue from Operations	$ 1,379,454	$ 1,189,888
Net earnings	202,570	193,482
per share - basic	0.006	0.006
per share - diluted	0.006	0.006

No dividends were declared by the Company during any of the periods indicated.

The consolidated financial statements are incorporated by reference herein and form an integral part of the MD&A. The consolidated financial statements include the accounts of BlueRush Media Group Corp. and its wholly owned subsidiary, BlueRush Digital Media Corp.

Net earnings are higher compared to the prior comparative period as a result of a number of larger projects that were fully completed during the quarter. These larger projects required numerous BlueRush resources over the quarter to complete time sensitive projects with hard deadlines. In previous quarters we have made reference to larger projects as being seen as a better contribution to the Company's success in the area of traditional services.

Salaries and benefits increased during the quarter compared to the prior comparative period as we are focusing on utilizing more internal resources and less external resources. As a result, our consulting costs decreased during the quarter compared to the prior comparative period.

Our general and administrative expenses increased compared to the prior comparative period mainly because of increase in our rent as we increased our office space at 75 Sherbourne St. and we also incurred some bad debts of approximately $20,000 in the current quarter.

Summary of Quarterly Results:

The following is a summary of the Company's quarterly results for the past two years:

	Three months ended (unaudited)			
	October 31, 2013	**July 31, 2013**	**April 30, 2013**	**January 31, 2013**
Total Revenue	$ 1,379,454	$ 1,578,889	$ 1,157,052	$ 1,369,623
Net earnings (loss) for the period	202,570	214,985	(97,313)	38,578
Net earnings (loss) per share - basic	0.006	0.007	(0.003)	0.001
Net earnings (loss) per share - diluted	0.006	0.007	(0.003)	0.001

	Three months ended (unaudited)			
	October 31, 2012	**July 31, 2012**	**April 30, 2012**	**January 31, 2012**
Total Revenue	$ 1,189,888	$ 860,703	$ 1,278,816	$ 1,126,247
Net earnings (loss) for the period	193,482	(592,148)	28,939	54,767
Net earnings (loss) per share - basic	0.006	(0.019)	0.001	0.001
Net earnings (loss) per share - diluted	0.006	(0.019)	0.001	0.001

CASH FLOWS

Three Months Ended October 31, 2013 and 2012

During the three months ended October 31, 2013, cash used in operating activities was ($3,872) as compared to cash provided by operating activities of $422,036 during the three months ended October 31, 2012. The decrease in cash provided by operating activities was mainly a result of a timing difference in the completion of our projects and collection of our receivables. We had a much higher value of receivables collected during the three months ended October 31, 2012. The increase in net earnings was mainly attributable to better margins of our larger projects and reduction in overall company expenses.

During the three months ended October 31, 2013 the Company had no financing activities. During the three months ended October 31, 2012 there was one financing activity which was the receipt of $15,000 cash for options exercised.

During the three months ended October 31, 2013 the Company had no investing activities. During the three months ended October 31, 2012 the Company had one investing activity, which was the purchase of computer equipment for $3,572.

LIQUIDITY AND CAPITAL RESOURCES

Balance Sheet Highlights		October 31, 2013		July 31, 2013
Cash	$	1,026,634	$	1,030,506
Accounts receivable		1,147,582		1,016,346
Income taxes and investment tax credits recoverable		205,955		276,422
Total assets		2,823,141		2,675,505
Total liabilities		582,032		697,153
Total equity		2,241,109		2,038,539

As of October 31, 2013, the Company had current assets of $2,766,902 and current liabilities of $582,032, resulting in working capital surplus of $2,183,870 as compared to July 31, 2013 working capital surplus of $1,978,352.

The Company's cash position continues to be strong and the Company's cash and current assets would be sufficient to meet the Company's current financial obligations. The Company also continues to have no significant long term debt. As of October 31, 2013, the Company has no off balance sheet commitments for cash resources. The Company has continued to maintain positive cash flow from operations during the period. In addition, BlueRush has a line of credit of $750,000 of which the full amount is available as of October 31, 2013.

Material ongoing contractual obligations of BlueRush relate to the payment of operating leases for office premises. BlueRush leases office space in Toronto, Ontario located at 75 Sherbourne Avenue, Suites 112 and 224, and in Montreal, Quebec located at 1751 Richardson, Suite 5105.

During the three months ended October 31 2013, the Company's management handled investor relation activities.

RELATED PARTY TRANSACTIONS

All transactions with related parties have occurred in the normal course of operations and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The Company's related party transactions for the three months ended October 31, 2013, were as follows:

a) Key management personnel are defined as those individuals having authority and responsibility for planning, directing and controlling the activities of the Company. Included in salaries and benefits expense is an amount of $93,461 (2012 - $93,461) for compensation paid to key management personnel.

b) Included in salaries and benefits is an amount of $Nil (2012 - $7,313) for stock based compensation expense relating to the expensing of 225,000 options granted to directors in May 2012. The options vested in May 2013.

OFF-BALANCE SHEET ARRANGEMENTS

There are no significant off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

Preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the period. Although these estimates and assumptions are based on management's best knowledge of current events, actual results may be different.

Certain estimates depend on subjective or complex judgmental about matters that may be uncertain and changes in these estimates could materially impact the consolidated financial statements.

The key sources of estimation uncertainty at statement of financial position date, which have a significant risk of causing a material adjustment to the carrying amounts of assets within the next fiscal period, are discussed below:

Revenue Recognition

Revenue is recognized based on contract milestones, whereby there could be differences between the timing of billings and the amount of work completed at a point in time. Management is required to make judgmental estimates on the percentage of completion of a contract milestone based on the amount of work performed at a point in time, and the value of the work performed by its staff up to that date. These judgments will affect the amount of revenue recognized as well as the reported amounts of work in process, unbilled revenue, and deferred revenue.

Allowance for Doubtful Accounts

Accounts receivable are reviewed for collectability on a monthly basis. Management is required to estimate whether a receivable balance is collectable based on their relationship with the client and knowledge of the client's financial position. These estimates will affect the reported amounts of accounts receivable and bad debts expense.

Investment Tax Credits Recoverable

Investment tax credits are claimed on the Company's research and development activities and are based on a percentage of employee wages. Management is required to make judgment of the amount of investment tax credits that the Company will be able to claim. In order to make this estimate, management utilizes a specialist consultant to prepare the appropriate claim forms. These judgments will affect the reported amounts of investment tax credits recoverable and salaries and wages expense.

Stock-Based Compensation

Stock-based compensation is calculated utilizing the Black-Scholes option pricing model to determine the value of options as of their grant date. Management is required to estimate the volatility of the price of its shares, the amount of future dividends that will be paid, the market's risk-free interest rate, the expected life of the options, and the expected forfeiture rate. These estimates will affect the reported amount of stock-based compensation expense and contributed surplus.

DESCRIPTION OF SECURITIES

Share Capital

The authorized share capital of BlueRush Media Group Corp. consists of an unlimited number of common shares, of which 32,518,000 common shares are issued and outstanding.

The holders of common shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per common share at meetings of the shareholders and, upon liquidation, to share equally in such assets of BlueRush as are distributable to the holders of common shares. All common shares issued are fully paid and non-assessable.

Consolidated Capitalization

Designation of Security	Amount Authorized or to be Authorized	# of shares outstanding as of October 31 , 2013	# of shares outstanding as of July 31, 2013
Common Shares	Unlimited	32,518,000	32,518,000

Stock Option Plan

Pursuant to resolutions of the Board of Directors, a Stock Option Plan (the "Plan") has been established. The aggregate number of common shares reserved for issuance under the Plan will not exceed 10% of the total issued and outstanding common shares. The Plan is available to the Company's directors, officers, employees and consultants. Options granted pursuant to the Plan will have terms not to exceed five years, and are granted at an option price which will not be less than the fair market price at the time the options are granted. Options vest over a period not to exceed three years and have an expiry date of five years from date of grant.

Stock-based compensation expense of $Nil was recorded for the three months ended October 30, 2013 related to vested stock options granted to directors, officers, employees and consultants of the Company.

During the three months ended October 31, 2013, the Company did not have any grants or expirations of stock options.

The Company has outstanding options which each can be exercised and exchanged for one common share. A summary of the status of the Company's stock options as at October 31, 2013 and changes during the three months then ended is presented below:

	Number of Options	**Weighted Average Exercise Price**
Outstanding - beginning of period	2,620,000	$ 0.14
Granted	-	-
Exercised	-	-
Forfeited/cancelled/expired	-	-
Outstanding - end of period	2,620,000	$ 0.14
Exercisable - end of period	2,620,000	$ 0.14

The weighted average remaining contractual life of stock options as of October 31, 2013 is 6.82 years (July 31, 2013 - 7.08 years).

The Company had the following stock options outstanding as of December 30, 2013:

Number of Options Outstanding	**Exercise Price $**	**Expiry Date**
450,000	0.10	May 8, 2014
120,000	0.10	March 5, 2015
2,050,000	0.15	May 10, 2022
2,620,000		

Share Purchase Warrants

During the three months ended October 31, 2013, the Company did not have any grants, exercises, or expirations of warrants.

The Company had the following warrants outstanding as of December 30, 2013:

Number of Warrants Outstanding	Exercise Price $	Expiry Date
250,000	0.10	May 23, 2015
250,000	0.10	August 23, 2015
500,000		

FUTURE ACCOUNTING POLICIES

There have been no new accounting policy updates since the Company's audited financial statements were filed.

Additional Information

Additional information relating to BlueRush may be found on the Company's website at www.bluerush.ca or under the Company's profile on SEDAR at www.sedar.com.