

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Cruz Capital Corp.
(the "Company")
Suite 1470 - 701 West Georgia Street
Vancouver, British Columbia V7Y 1C6

Item 2 Date of Material Change

June 15, 2016

Item 3 Date of News Release

The Company disseminated the news release on June 15, 2016, via Stockwatch and Newsfile Corp. and filed it via SEDAR with the British Columbia and Alberta Securities Commissions and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Company has acquired the War Eagle Cobalt Prospect located in the Fort Steele mining division of the Province of British Columbia.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated June 15, 2016, which is available at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

James Nelson, President, CEO and Director, (604) 899-9150
Email: info@cruzcapitalcorp.com

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 1st day of September, 2016.

CRUZ CAPITAL CORP.

"James Nelson"

Per: James Nelson