

**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**

August 26, 2016

**Item 3 Date of News Release**

The Company disseminated the news release on August 26, 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 announced that further to its news release dated August 10, 2016 it has completed a non-brokered private placement of 6,732,500 units for gross proceeds of \$2,093,000.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Please see the Company's news release dated August 26, 2016, which is available at [www.sedar.com](http://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](mailto:info@cruzcapitalcorp.com)

**Item 9 Date of Report**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 1<sup>st</sup> day of September, 2016.

**CRUZ CAPITAL CORP.**

*"James Nelson"*

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Per: James Nelson