

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Cruz Capital Corp. (the “**Company**”)  
Suite 1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

**Item 2 Date of Material Change**

November 2, 2016

**Item 3 News Release**

The news release was disseminated through Stockwatch and Newsfile.

**Item 4 Summary of Material Change**

On November 2, 2016, the Company announced that it had set the close of business on November 18, 2016 as the record date for the Forward Split and November 16, 2016 as the effective date of the Forward Split.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached news release.

*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**

None

**Item 8 Executive Officer**

James Nelson, President, Corporate Secretary  
Tel: 6048999150

**Item 9 Date of Report**

November 11, 2016

November 2, 2016  
Trading Symbol:  
CUZ—TSX.v  
BKTPF—USA  
A2AG5M--Germany

## **Cruz Capital Corp Confirms 3-1 Forward Split Date**

**Cruz Capital Corp (CUZ—TSX.v, BKTPF—USA, A2AG5M--Germany)** Further to the news release October 5, 2016 the Company has set the close of business on November 18, 2016 as the record date for the Forward Split and November 16, 2016 as the effective date of the Forward Split. Therefore, in order to receive the split, you must purchase and hold the shares as of close of market November 15, 2016. The Forward Split Cruz is proposing is subject to acceptance by the TSX Venture Exchange.

Company representatives will be presenting at the 2016 International Precious Metals & Commodities Show November 3and 4th at the MVG Museum, Ständlerstraße 20, Munich Germany. We will be in stand 33. This show brings together one of the largest attendees of high net worth individuals and institutions. Please feel free to come ask questions in person.

James Nelson, President of the Company states, “We feel that this split will be a positive event for the company as this will enable greater liquidity for the shareholders, thus enabling a more transparent and consistent market. The ratio being proposed will be 3-1. For example, this means that if you are shareholder of record of 10,000 shares you would then hold 30,000 shares upon completion and approval of the split. We are also pleased to be presenting at one of the largest investment shows in Germany. We have seen an increased interest coming from Europe and primarily Germany through our web traffic and investor requests therefore it is a great opportunity to present in person to these individual and institutional investors. We feel cobalt will be one of the most compelling sectors of 2017 and are pleased to be at the forefront of this growing sector.”

Cruz is actively engaged in acquiring and developing Cobalt Assets Globally. Cruz has acquired numerous high grade cobalt assets located in North America. Seven cobalt projects are in Canada and one in Idaho. The goal of the company is to make Cruz the foremost cobalt project generator and developer on the TSX Venture Exchange. Management feels that cobalt is at the early stages of a significant bull market and we are pleased to be positioning Cruz at the forefront of this cycle.

If you would like to be added to Cruz’s email list please send an email to [info@cruzcapitalcorp.com](mailto:info@cruzcapitalcorp.com) or twitter [@CruzCapitalCorp](https://twitter.com/CruzCapitalCorp)

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This press release contains forward-looking information that involves various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of Cruz, such as statements that Cruz: (i) intends to undertake a forward split of its common shares. There are numerous risks and uncertainties that could cause actual results and Cruz's plans and objectives to differ materially from those expressed in the forward-looking information, including the TSXV not approving the forward split or delays caused in obtaining such approval. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, Cruz does not intend to update these forward-looking statements.

**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**