

**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**

February 3, February 7 and February 9, 2017

**Item 3 News Release**

The February 3, 2017 news release was disseminated through Stockwatch and Market News. The February 7 and February 9, 2017, news releases were disseminated through Stockwatch and Newsfile.

**Item 4 Summary of Material Change**

On February 3, 2017, the Company announced that it has granted 3,000,000 incentive stock options to directors, officers and consultants at an exercise price of \$0.20 per share for a term of four months. On February 7, 2017, the Company announced that was now fully DTC eligible on the USA markets. On February 9, 2017, management proposed to change the Company’s name to Cruz Cobalt Corp. to accurately reflect its focus on high grade North American Cobalt prospects.

**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**

February 13, 2017

**Cruz Capital Corp.  
Suite 1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6**

February 03, 2017

Trading Symbols:

CUZ-TSX Venture  
BKTPF-OTCBB  
A2AG5M-FSE

**Cruz Grants Stock Options**

**Cruz Capital Corp.** (the “Company”) (TSX-V: CUZ) has granted, pursuant to its 10% rolling stock option plan, 3,000,000 incentive stock options to directors, officers and consultants at an exercise price of \$0.20 per share for a term of four months. These shares are not subject to a hold period.

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

Contact Information  
Tel: 1.604.899.9150  
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“James Nelson”  
President  
Cruz Capital Corp.

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*Neither the 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 press release.*

Cruz Capital Corp  
Suite 1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

February 7, 2016

Trading Symbol:

CUZ—TSX.v  
BKTPF—OTCBB  
A2AG5M--FSE

### **Cruz Capital Corp is Now Fully DTC Eligible**

**Cruz Capital Corp (CUZ—TSXv, BKTPF—OTCBB, A2AG5M--FSE)** is pleased to announce that the company is now fully DTC eligible on the USA markets. Being fully DTC eligible will now enable USA brokerage firms to clear Cruz shares in the home market not via the Canadian market therefore creating a much more transparent and easily accessible trading situation for the USA market.

Cruz President, James Nelson, stated, "Having the DTC complete will enable our USA shareholders a much more efficient market to access. Cruz continues to expand our cobalt assets at a time when cobalt prices have moved to 5 year highs. Cruz enjoyed early mover advantage as Cruz has been able to acquire, what we feel is one of the best collections of cobalt prospects in North America, before the majority of the recent cobalt entrants were in the space. Cruz's 4 separate Ontario cobalt prospects, according to government mineral files, returned cobalt grades of 13% on the 900 acre Coleman Cobalt Prospect and 10.5% cobalt on the 900 acre Johnson Cobalt Prospect. The 5500 acre Hector Cobalt Prospect was a past producing cobalt mine and the 1480 acre Bucke Cobalt Prospect returned cobalt grades of 13%. Our War Eagle Cobalt Prospect in British Columbia covers a past producing mine as well and returned assays of 6.5% Cobalt. Based on these projects, management feels that Cruz has amassed a quality portfolio of Cobalt assets that have some of the highest historic cobalt grades in North America, which sets Cruz apart from most cobalt companies in the junior space. We feel that 2017 will be a break out year for cobalt prices and Cruz is well positioned to take full advantage of this. We plan to commence full operations on these projects with our goal to make Cruz the "go-to" North American Cobalt project generator and developer. The first half of 2017 will be an extremely active period for Cruz and management is optimistic about what will be discovered by Cruz on our cobalt properties."

**COBALT PRICE**  
**17.12 USD/LB**  
**1 FEB '17**



Source infomine.

Cruz is actively engaged in acquiring and developing high grade Cobalt projects in politically stable, environmentally responsible and ethical mining jurisdictions. Cruz has already acquired several high-grade cobalt projects across North America. Seven cobalt projects are located 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

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Cruz Capital Corp  
Suite 1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

February 9, 2017

Trading Symbol:

CUZ—TSX.v  
BKTPF—OTCBB  
A2AG5M--FSE

### **Cruz Proposes Name Change to Cruz Cobalt Corp.**

**Cruz Capital Corp (CUZ—TSX.v, BKTPF—OTCBB, A2AG5M--FSE)** is pleased to announce that management is proposing to change the company's name to Cruz Cobalt Corp to accurately reflect the company's focus on high grade North American Cobalt prospects. The name change is pending exchange approval.

Cruz President, James Nelson, stated, "By changing the name to Cruz Cobalt Corp, management feels it will accurately reflect the company's focus on cobalt. Cruz's advantage is that we have multiple high grade cobalt projects in North America and have been enjoying first mover status in the space by being able to acquire these high historical grade cobalt projects before the recent "rush" into the sector. We have cash on hand and plan to have a very active work season commencing shortly. Management feels that cobalt prices are starting a significant price climb, similar to the move that lithium enjoyed over the past two years. Cobalt prices closed at a new 5-year high yesterday and we are extremely optimistic about the short and long term growth drivers on Cruz Cobalt Corp."

On Feb 7 2017, the company also reported it is now fully DTC eligible on the USA markets. Being fully DTC eligible will now enable USA brokerage firms to clear Cruz shares in their home market not via the Canadian market therefore creating a much more transparent and easily accessible trading situation for the USA market.

"Cruz employed early mover advantage as Cruz has been able to acquire, what we feel is one of the best collections of cobalt prospects in North America before the majority of the recent cobalt entrants were in the space. Cruz currently has Seven cobalt projects located in Canada and one in Idaho. Cruz's 4 separate Ontario cobalt prospects, according to government mineral files, returned cobalt grades of 13% on the 900 acre Coleman Cobalt Prospect and 10.5% cobalt on the 900 acre Johnson Cobalt Prospect. The 5500 acre Hector Cobalt Prospect was a past producing cobalt mine and the 1480 acre Bucke Cobalt Prospect returned cobalt grades of 13%. Our War Eagle Cobalt Prospect in British Columbia covers a past producing mine as well and returned assays of 6.5% Cobalt. Based on these projects, management feels that Cruz has amassed a quality portfolio of Cobalt assets that have some of the highest historic cobalt grades in North America, which sets Cruz apart from most cobalt companies in the junior space. We feel that 2017 will be a break out year for cobalt prices and Cruz is well positioned to take full advantage of this. We plan to commence full operations on these projects with our goal to make Cruz the "go-to" North American Cobalt project generator and developer. The first half of 2017 will be an extremely active period for Cruz and management is optimistic about what will be discovered by Cruz on our cobalt properties," states President Nelson.

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

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