

CRUZ COBALT CORP.
(Formerly Cruz Capital Corp.)

1470 - 701 W. Georgia Street
Vancouver, BC V7Y 1C6
Telephone: 1-855-599-9150
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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of Cruz Cobalt Corp. (the "Company") will be held at the offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, British Columbia, on **Wednesday, May 23, 2018, at the hour of 10:00 a.m.** (Vancouver time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended July 31, 2017, and the accompanying report of the auditors;
2. to appoint Davidson & Company LLP, Chartered Accountants, as auditors of the Company for the fiscal year ending July 31, 2018 and to authorize the directors to fix their remuneration;
3. to set the number of directors of the Company for the ensuing year at three (3) persons;
4. to elect Gregory Thomson, Seth Kay and James Nelson as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's Articles, or until such director's earlier death, resignation or removal;
5. to approve the Company's proposed 10% rolling stock option plan; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company has decided to take advantage of the notice-and-access model provided for under amendments to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("Notice and Access") for the delivery of its Information Circular, the Company's audited financial statements and the Management's Discussion & Analysis for the financial year ended July 31, 2017 (collectively, the "Meeting Materials"), to its shareholders in respect of the Meeting.

Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a notice with information on how they may access the Meeting Materials electronically. However, shareholders will receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly, as it will help reduce paper use and it will also reduce the Company's printing and mailing costs.

The Meeting Materials will be available on the Company's website at www.cruzcobaltcorp.com as of April 10, 2018 and will remain on the website for one full year thereafter. Meeting materials are also available upon request, **without charge**, by e-mail at 701admin@telus.net or by calling toll-free at 1-855-599-9150 (in North America) or at +1-604-899-9150 (outside North America), or can be accessed online on SEDAR at www.sedar.com as of April 10, 2018.

The Company will mail paper copies of the Meeting Materials to those registered and beneficial shareholders who have previously elected to receive paper copies of the Company's Meeting Materials. All other shareholders will receive a Notice and Access notification, which will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

The Company's board of directors has fixed April 10, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting or at any adjournment thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Registered shareholders are entitled to vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting, or any adjournment thereof, in person, are requested to read, complete, sign and return the form of proxy accompanying this Notice of Meeting in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this Notice of Meeting. Unregistered shareholders who received the form of proxy accompanying this Notice of Meeting through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary.

DATED at Vancouver, this 10th day of April, 2018.

By Order of the Board of

CRUZ COBALT CORP.

"James Nelson"

James Nelson

President, Chief Executive Officer,
Secretary and Director

CRUZ COBALT CORP.
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Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of Cruz Cobalt Corp. (the “Company”) to be held at Clark Wilson LLP, located at 900 – 885 West Georgia Street, Vancouver, BC, on Wednesday, May 23, 2018, at the hour of 10:00 a.m. (Vancouver time) (the “Meeting”).

Notice and Access: You are receiving this notice to advise that the proxy materials for the Meeting are available on the Internet as the Company has decided to use the notice and access model (“Notice and Access”) under recent amendments to National Instrument 54-101 in order to reduce paper use and reduce the Company’s printing and mailing costs. Under Notice and Access, instead of receiving printed copies of the Company’s management information circular (“Information Circular”), audited Financial Statements for the year ended July 31, 2017 and the Management’s Discussion and Analysis for the year ended July 31, 2017 (collectively, the “Meeting Materials”), shareholders are receiving this notice with information on how they may access those Meeting Materials electronically. Registered shareholders will receive a proxy with this notice and non-registered shareholders will receive a voting instruction form enabling them to vote at the Meeting. This notice serves as notice of meeting under section 169 of the *Business Corporations Act* (British Columbia). This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. **We remind you to access and review all of the important information contained in the Information Circular and other proxy materials before voting.**

Purposes of Meeting: The Meeting will be held for the following purposes: (1) to receive and consider the audited financial statements of the Company for its fiscal year ended July 31, 2017, and the accompanying report of the auditors; (2) to appoint auditors for the fiscal year ending July 31, 2018 and to authorize the directors to fix their remuneration; (3) to determine and set the number of directors of the Company at three for the ensuing year; (4) to appoint, individually, James Nelson, Seth Kay and Gregory Thomson as directors of the Company for the ensuing year; (5) to approve the Company’s proposed 10% Rolling Stock Option Plan; and (6) to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof. For detailed information with respect to each of the above matters, please refer to the following subsections in the Information Circular: “*Number of Directors*”, “*Election of Directors*”, and “*Particulars of Matters to be Acted Upon*”.

Accessing Meeting Materials Online: The Meeting Materials (and the financial statement request card, which is included in the proxy and voting instruction forms) can be viewed online under the Company’s profile at www.sedar.com, or at www.cruzcobaltcorp.com.

Requesting Printed Meeting Materials: If you would like to receive a paper copy of the current Meeting Materials by mail, you must request one. You can request a printed copy for up to one year from the date the Information Circular is filed on SEDAR. There is no charge to you for requesting a copy. Call us Toll Free at 1-855-599-9150 within North America or at 604-899-9150 outside of North America to request a paper copy of the materials for the Meeting. To ensure you receive the materials in advance of the voting deadline and Meeting date, all requests must be received by us not later than **April 23, 2018**. Please note that another voting instruction form/proxy will not be sent to shareholders; please retain the copy you originally receive for voting purposes.

Voting Process:

Registered Shareholders may vote in person at the Meeting or by proxy as follows: (1) by telephone (call the toll free number indicated on the proxy form and follow the instructions), (2) on the internet (go to the website indicated on the proxy form and follow the instructions), or (3) by mail (complete the form of proxy and return it in the envelope provided). You must return your duly completed and executed proxy **before 10:00 am (Vancouver Time) on Friday, May 18, 2018**, or no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

Non-registered shareholders may vote by completing and submitting their voting instruction form as follows: (1) by telephone (call the toll free number indicated on the voting instruction form and follow the instructions), (2) on the internet (go to the website indicated on the voting instruction form and follow the instructions), or (3) by mail (complete the voting instruction form and return it in the envelope provided). If you received your voting instruction form from Computershare Investor Services Inc. ("Computershare"), the deadline for Computershare to receive duly completed and executed voting instruction form or instructions by telephone or over the internet is **10:00 am (Vancouver Time) on Friday, May 18, 2018**, or no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting. If you received your voting instruction form from anyone else, the deadline to submit a duly completed and executed voting instruction form or instructions by telephone or over the internet is **10:00 am (Vancouver Time) on Thursday, May 17, 2018**, or no later than seventy-two (72) hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting. **Please carefully read the voting instruction form to ensure you do not miss the appropriate deadline.**

All Shareholders: If you choose to vote by telephone, you cannot appoint any person other than the officers named on the form of proxy as your proxy holder. If you return your proxy or voting instruction form, as applicable, via the internet or mail, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by their name in the blank space provided on the form of proxy. Complete your voting instructions and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed, and attends the Meeting.

Any Questions: If you have any questions about the information contained in this document or require assistance in completing your proxy form, please call us Toll Free at 1-855-599-9150 within North America or at 604-899-9150 outside of North America.

Dated at Vancouver, British Columbia, this 10th day of April, 2018.

BY ORDER OF THE BOARD

"James Nelson"

James Nelson
Director, President and Chief Executive Officer