

CRUZ COBALT CORP.
1470 - 701 West Georgia Street
Vancouver, British Columbia V7Y 1C6
Tel: 1-855-599-9150 Fax: (604) 689-1733

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the "**Meeting**") of the shareholders of Cruz Cobalt Corp. (the "**Company**" or "**Cruz**") will be held at the offices of Clark Wilson LLP, at Suite 900 - 885 West Georgia Street, Vancouver, British Columbia, on:

Wednesday, August 14, 2019, at 10:00 a.m. (Pacific time) for the following purposes:

1. to receive the consolidated financial statements of the Company, together with the auditors' report thereon, for the financial year ended July 31, 2018;
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company until the next annual meeting and to authorize the directors to fix their remuneration;
3. to determine and set the number of directors of the Company at three (3) until the next annual meeting;
4. to elect directors of the Company to hold office until the next annual meeting;
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.

Accompanying this Notice are a Management Information Circular (the "**Circular**") and form of proxy. The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms a part of this Notice.

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 the Circular, the audited financial statements, and the Management's Discussion & Analysis for the financial year ended July 31, 2018 (collectively, the "**Meeting Materials**"), to its shareholders in respect of the Meeting.

Under Notice and Access, instead of receiving paper copies of the 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 July 5, 2019 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 July 5, 2019.

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 July 2, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting or at any adjournment or postponement 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 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 in accordance with the instructions set out in the form of proxy and in the Circular accompanying this Notice. Unregistered shareholders who received the form of proxy accompanying this Notice through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary.

DATED at Vancouver, British Columbia as of this 2nd day of July, 2019.

By Order of the Board of Directors

CRUZ COBALT CORP.

"James Nelson"

James Nelson
President, Chief Executive Officer,
Secretary and Director