

FORM 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS

General

For the purpose of this Statement of Executive Compensation:

“**Company**” means Cruz Battery Metals Corp.;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units (“**DSUs**”) and restricted share units (“**RSUs**”) granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) an individual who acted as chief executive officer (“**CEO**”) of the Company, or acted in a similar capacity, for any part of the most recently completed financial year,
- (b) an individual who acted as chief financial officer (“**CFO**”) of the Company, or acted in a similar capacity, for any part of the most recently completed financial year,
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years, other than stock options and other compensation securities:

Name and Position	Year Ended July 31st	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
James Nelson ⁽¹⁾ President, CEO, Secretary and Director	2023	66,300 ⁽²⁾	11,000 ⁽²⁾	Nil	Nil	Nil	77,300
	2022	55,300 ⁽³⁾	Nil	Nil	Nil	Nil	55,300
Cindy Cai ⁽⁴⁾ CFO	2023	74,800 ⁽⁵⁾	15,000 ⁽⁵⁾	Nil	Nil	Nil	89,800
	2022	61,300 ⁽⁶⁾	Nil	Nil	Nil	Nil	61,300
Seth Kay ⁽⁷⁾ Director	2023	66,300 ⁽⁸⁾	11,000 ⁽⁸⁾	Nil	Nil	Nil	77,300
	2022	55,300 ⁽⁹⁾	Nil	Nil	Nil	Nil	55,300
George Franklin Bain ⁽¹⁰⁾ Director	2023	2,500 ⁽¹¹⁾	Nil	Nil	Nil	Nil	2,500
	2022	2,500 ⁽¹¹⁾	Nil	Nil	Nil	Nil	2,500
Negar Adam ⁽¹²⁾ Director	2023	6,000 ⁽¹¹⁾	Nil	Nil	Nil	Nil	6,000
	2022	1,500 ⁽¹¹⁾	Nil	Nil	Nil	Nil	1,500

(1) James Nelson was appointed as President and Secretary on April 24, 2015 and a director on May 17, 2010.

(2) \$31,400 of these fees were paid to BLB Consulting Inc., a company controlled by Mr. Nelson, and \$43,400 were paid to Mr. Nelson, as compensation for his services. \$2,500 of these fees were paid to Mr. Nelson as a directors' fee.

(3) \$52,800 of these fees were paid to BLB Consulting Inc., a company controlled by Mr. Nelson, as compensation for his services. \$2,500 of these fees were paid to Mr. Nelson as a directors' fee.

(4) Cindy Cai was appointed as Chief Financial Officer on September 13, 2010.

(5) \$24,800 of these fees were paid to Ms. Cai and \$65,000 of these fees were paid to Sea Star Consulting Inc., a company controlled by Ms. Cai, for accounting services provided.

(6) \$7,300 of these fees were paid to Ms. Cai and \$54,000 of these fees were paid to Sea Star Consulting Inc., for accounting services provided.

(7) Seth Kay was appointed a director of the Company on April 24, 2015.

(8) \$74,800 of these fees were paid to Mr. Kay as compensation for his services. \$2,500 of these fees were paid to Mr. Kay as a directors' fee.

(9) \$52,800 of these fees were paid to Mr. Kay as compensation for his services. \$2,500 of these fees were paid to Mr. Kay as a directors' fee.

(10) George Franklin Bain was appointed a director of the Company on October 28, 2021.

(11) These fees were paid as a director's fee.

(12) Negar Adam was appointed a director of the Company on May 16, 2022.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended July 31, 2023 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
James Nelson ⁽¹⁾ President, CEO, Secretary and Director	Stock Options	500,000 / *	September 9, 2022	0.13	0.125	0.09	September 9, 2023
	RSUs	500,000 / *	September 9, 2022	N/A	0.125		December 31, 2025
	RSUs	1,970,000 / 1.3%	November 7, 2022	N/A	0.09		December 31, 2025
	Stock Options	50,000 / *	January 16, 2023	0.12	0.095		January 16, 2024
Cindy Cai ⁽²⁾ CFO	Stock Options	500,000 / *	September 9, 2022	0.13	0.125	0.09	September 9, 2023
	RSUs	500,000 / *	September 9, 2022	N/A	0.125		December 31, 2025
	RSUs	1,670,000 / 1.1%	November 7, 2022	N/A	0.09		December 31, 2025
	Stock Options	50,000 / *	January 16, 2023	0.12	0.095		January 16, 2024
Seth Kay ⁽³⁾ Director	Stock Options	500,000 / *	September 9, 2022	0.13	0.125	0.09	September 9, 2023
	RSUs	500,000 / *	September 9, 2022	N/A	0.125		December 31, 2025
	RSUs	1,970,000 / 1.3%	November 7, 2022	N/A	0.09		December 31, 2025
	Stock Options	50,000 / *	January 16, 2023	0.12	0.095		January 16, 2024
George Franklin Bain ⁽⁴⁾ Director	Stock Options	250,000 / *	September 9, 2022	0.13	0.125	0.09	September 9, 2023
	RSUs	100,000 / *	September 9, 2022	N/A	0.125		December 31, 2025
	Stock Options	300,000 / *	November 7, 2022	0.10	0.09		November 7, 2023
Negar Adam ⁽⁵⁾ Director	Stock Options	100,000 / *	September 9, 2022	0.13	0.125	0.09	September 9, 2023
	RSUs	100,000 / *	September 9, 2022	N/A	0.125		December 31, 2025
	Stock Options	300,000 / *	November 7, 2022	0.10	0.09		November 7, 2023

* Represents less than 1% of the issued and outstanding common shares.

- (1) As of July 31, 2023, James Nelson held 500,000 stock options exercisable at a price of \$0.13 per share until expiry on September 9, 2023 and 50,000 stock options exercisable at a price of \$0.12 per share until expiry on January 16, 2024. Mr. Nelson also held 394,000 RSUs which will vest over the period.
- (2) As of July 31, 2023, Cindy Cai held 500,000 stock options exercisable at a price of \$0.13 per share until expiry on September 9, 2023 and 50,000 stock options exercisable at a price of \$0.12 per share until expiry on January 16, 2024. Ms. Cai also held 334,000 RSUs which will vest over the period.
- (3) As of July 31, 2023, Seth Kay held 500,000 stock options exercisable at a price of \$0.13 per share until expiry on September 9, 2023 and 50,000 stock options exercisable at a price of \$0.12 per share until expiry on January 16, 2024. Mr. Kay also held 394,000 RSUs which will vest over the period.
- (4) As of July 31, 2023, George Franklin Bain held 250,000 stock options exercisable at a price of \$0.13 per share until expiry on September 9, 2023 and 300,000 stock options exercisable at a price of \$0.10 per share until expiry on November 7, 2023.
- (5) As of July 31, 2023, Negar Adam held 100,000 stock options exercisable at a price of \$0.13 per share until expiry on September 9, 2023 and 300,000 stock options exercisable at a price of \$0.10 per share until expiry on November 7, 2023.

Exercise of Compensation Securities by Directors and NEOs

There were no compensation securities exercised by a director or NEO in the year ended July 31, 2023.

Omnibus Equity Incentive Plan and Other Incentive Plans

On March 31, 2022, the board of directors (the "**Board**") passed a resolution to adopt the Omnibus Equity Incentive Plan (the "**2022 Equity Incentive Plan**") and the Shareholders approved the 2022 Equity Incentive Plan at the Company's annual general and special meeting held on May 16, 2022. The 2022 Equity Incentive Plan provides flexibility to the Company to grant equity-based incentive awards in the form of RSUs, DSUs, and performance share units.

The purpose of the 2022 Equity Incentive Plan is to, among other things, provide the Company with a share related mechanism to attract, retain and motivate qualified directors, employees and consultants of the Company and its subsidiaries, to reward such of those directors, employees and consultants as may be granted awards under the 2022 Equity Incentive Plan by the Board from time to time for their contributions toward the long-term goals and success of the Company and to enable and encourage such directors, employees and consultants to acquire Shares as long-term investments and proprietary interests in the Company.

As at the date hereof, there are 1,050,000 stock options and 2,124,000 RSUs outstanding under the 2022 Equity Incentive Plan.

A copy of the Company's 2022 Equity Incentive Plan is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Employment, Consulting and Management Agreements

As of the day hereof, the Company does not have any contract, agreement, plan or arrangement that provides for payments to the NEOs or directors at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a director or NEO's responsibilities.

For the purposes of this section "**Change of Control**" means change in control of the Company which includes the acquisition by a person of 50% or more of the voting securities of the Company, the removal of 50% or more of the incumbent members of the Board, or a transaction the result of which is that the current voting Shareholders of the Company own less than 50% of the voting shares of the resulting or successor corporation, or the sale of all or substantially all of the Company's assets.

Oversight and Description of Director and NEO Compensation

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Company's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company. The Company's current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses and long term incentives such as stock options and RSUs.

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options and RSUs encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Pension Plan Benefits

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.