

Offering Document under the Listed Issuer Financing Exemption

May 30, 2024

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering (as defined herein) may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

These securities have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.



CRUZ
BATTERY METALS
CSE:CRUZ OTC:BKTPF FSE:A3CWU7
CRUZ BATTERY METALS CORP.
(the "Company" or "Cruz")

PART 1: SUMMARY OF OFFERING

What are we offering?

Securities Offered:	The Company is hereby offering for sale a minimum of 6,250,000 units of the Company.
Description of Securities Offered:	Non-brokered private placement (the " Offering ") for a minimum of 6,250,000 units (the " Units ") of the Company at a price of C\$0.036 per Unit for gross proceeds to the Company of \$225,000. Each Unit will consist of one common share of the Company and one Warrant. Each Warrant shall entitle the holder to purchase one common share of the Company at a price of C\$0.05 at any time on or before that date which is 60 months after the closing date of the Offering.

Offering Amount	A minimum of 6,250,000 Units for gross proceeds of \$225,000.
Closing Date:	One or more closing dates prior to June 10, 2024, or such earlier or later date as the Company decides.
Exchange:	The Common Shares are presently listed on the Canadian Securities Exchange (“CSE”) under the symbol “CRUZ”.
Last Closing Price:	On May 29, 2024, the closing price of the Common Shares on the CSE was \$0.035.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.**
- **The Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this offering document may constitute forward-looking information within the meaning of Canadian securities laws. Forward-looking information may relate to the Company’s future outlook and anticipated events or results and, in some cases, can be identified by words such as: “future”, “plans”, “scheduled”, “expects”, “intends”, “estimates”, “forecasts”, “will”, “may”, “could”, “would”, or other similar expressions concerning matters that are not historical facts. In particular, this offering document contains forward-looking statements pertaining to the use of the available funds following completion of the Offering; the expected Closing Date; the payment of finder’s fees; the Company’s future plans objectives, strategies and goals relating to its business and properties; the ability of the Company to meet working capital and capital expenditure requirements; and the principal business carried on and intended to be carried on by the Company.

Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The Company and its operations are also subject to a large number of risks, including: the Company’s liquidity and financing capability, fluctuations in mineral prices, market conditions, results of current exploration activities, the possibility of a labor stoppage or shortage, delays in obtaining government permits and approvals and such other risks as discussed herein and in other publicly filed disclosure documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking statements, there may be other factors that cause performance, events, or circumstances to differ materially from those described in forward-looking statements. For more information on the Company and the risks

and challenges of its business, investors should review the Company's annual filings that are available at www.sedarplus.ca. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information.

Readers are cautioned that any such forward-looking information should not be used for purposes other than for which it is disclosed. Such forward-looking statements and information are made or given as at the date given and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable securities law. Readers are cautioned not to place undue reliance on forward-looking statements or forward-looking information.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is Our Business?

Cruz is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties in order to make an economic discovery. The Company has recently focused on the acquisition of interests in, and exploration for, lithium in the state of Nevada, USA. The Company is also actively engaged in evaluating additional resource projects in North America.

Solar Lithium Project – Nevada, USA (Ownership 100%)

On July 16, 2021, the Company entered into a share purchase agreement to purchase 100% of the issued and outstanding shares of Cruz Solar Lithium Corp. ("**Cruz Solar**"), which through its wholly-owned subsidiary, Las Vegas Lithium Locators Corp., holds a 100% interest in one lithium prospect in Nevada, U.S.A. (the "**Solar Lithium Project**"). The Company issued 7,000,000 shares (valued at \$630,000) pursuant to the agreement.

During the year ended July 31, 2022, the Company acquired a 100% interest in certain mineral claims (the "**Helios Claims**", the "**Sun Claims**" and the "**Solar South Claims**") for staking costs of \$106,941 to expand the size of its Solar Lithium Project to a total of 8,135 acres. The Company also provided two security deposits totalling \$22,827 in relation to its Solar Lithium Project.

During the year ended July 31, 2023, the Company provided three security deposits totalling \$32,648 in relation to the Solar Lithium Project.

During the six months ended January 31, 2024, the Company increased the security deposits by \$2,095 in relation to the Solar Lithium Project.

Clayton Valley West Lithium Prospect – Nevada, USA (Ownership 100%)

During the year ended July 31, 2016, the Company entered into an agreement with an arm's-length vendor to acquire a 100% interest in six claim blocks in the Clayton Valley in Nevada, USA prospective for lithium. The Company issued 900,000 common shares (valued at \$30,000).

Cobalt Belt Project – Idaho, USA (Ownership 100%)

On September 1, 2020, the Company entered into a share purchase agreement to purchase 100% of the issued and outstanding shares of 1205011 B.C. Ltd. ("**1205011**"), which through its wholly-owned subsidiary, Idaho Cobalt Discoveries Corp., holds a 100% interest in one cobalt prospect in Idaho, U.S.A. (the "**Idaho Cobalt Belt Project**") and three diamond projects in B.C. (the "**BC Diamond Projects**"). The Company issued 9,000,000 shares (valued at \$495,000) pursuant to the agreement. The acquisition costs had been split evenly between the BC and the Idaho properties.

During the year ended July 31, 2022, the Company decided to drop the BC Diamonds Projects and fully wrote off the previous carrying costs in the amount of \$261,665.

Hector Cobalt Prospect – Ontario, Canada (Ownership 100%)

In July 2016, the Company entered into a share purchase agreement to purchase 100% of the issued and

outstanding shares of Cobalt Locaters Inc., which held 50% interest in the Hector Cobalt Prospect. During the year ended July 31, 2019, the Company acquired the remaining 50% interest from an arm's length vendor at no cost.

In September 2016, the Company acquired a 100% interest in 137 claim units for staking costs of \$13,700 to increase the acreage of the Hector Cobalt Prospect to approximately 6,146 acres.

Recent Developments

Throughout 2023, Cruz has focused on mineral exploration in Nevada, USA. The Company will continue to explore its existing mineral exploration claims as well as seeking additional mineral exploration opportunities within the next few years subject to obtaining the necessary permits and financing.

Further, recent developments of the Company include:

- On June 20, 2023, the Company announced it completed the phase 4 drill program on the Solar Lithium Project in Nevada, USA. Four reverse circulation (RC) drill holes were completed during the phase 4 drill program. Two holes, Solar-11 and Solar-13, were successfully completed on the eastern portion of the Solar Lithium Project, Solar-12 was lost because of technical reasons. Solar-13, the farthest-north RC hole encountered a 375-foot-thick clay section within the Siebert formation. The Solar-10 RC hole, Cruz's southernmost drill hole, encountered 400 feet of potential lithium-bearing clay within the Siebert formation. On July 13, 2023, the Company announced that drill results have been received from the phase-4 drill program. Three reverse circulation (RC) drill holes from the phase 4 drill program were submitted for assaying; all three drill holes discovered the presence of lithium. Solar-13, the farthest North RC hole, had a high value of 1,050 parts-per-million lithium (ppm Li), including 626 ppm Li over 130 feet. Solar-11 had a high value of 950 ppm Li, including 612 ppm Li over 60 feet. Solar-10, Cruz's southernmost drill hole, had a high of 1,060 ppm Li, including 476 ppm Li over 70 feet.
- On February 24, 2023, the Company announced it completed the phase 3 drill program on the Solar Lithium Project in Nevada, USA, comprising four core holes and that the targeted potential lithium bearing clays had been intersected in every hole. 198 samples were sent for assaying to ALS labs in Reno. On March 31, 2023, the Company announced it has received drill results for the phase 3 drill program. The phase 3 drill program discovered the presence of lithium in all four drill holes with a high value of 1,460 parts per million lithium. Hole 6 had a high of 1,460 ppm Li, including 871 ppm Li over 50 feet. Hole 7 had a high of 1,220 ppm Li, including 873 ppm Li over 47 feet, starting at 18 feet. Hole 8 had a high of 1,240 ppm Li. Hole 9 had a high of 1,160 ppm Li.
- In August 2022, the Company closed a non-brokered private placement consisting of 34,653,465 units at a price of \$0.101 per unit for gross proceeds of \$3,500,000. Each unit consisted of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of the Company at a price of \$0.15 per share until August 29, 2027. In connection with the private placement, the Company paid legal and filing fees of \$11,833, and finders' fees of \$195,365; and the Company issued 1,780,304 broker warrants exercisable at \$0.15 per share and 144,000 broker warrants exercisable at \$0.19 per share until August 29, 2027. The broker warrants were valued at \$210,434 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%, expected volatility 116.2%, risk-free interest rate 3.31% and an expected life of five years.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

The most recent financial statements of the Company included a going-concern note. Management is aware, in making its going concern assessment, of recurring losses, on-going negative cash flow and an ongoing dependence on financing activities that may cast significant doubt on the Company's ability to continue as a going concern. The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The business of mining and exploration involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable mining operations. The Company's continued existence is

dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing; all of which are uncertain.

What are the business objectives that we expect to accomplish using the available funds?

The net proceeds of the offering will be for the following business objectives over the next 12 months:

- Commence Phase 5 drilling at the Company's Solar Lithium Project in Nevada, USA.
- Evaluate and potentially explore the Company's resource projects.
- Increase working capital.

PART 3: USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming 100% of Offering⁽¹⁾
A.	Amount to be raised by this offering	\$225,000
B.	Selling commissions and fees ⁽¹⁾	\$0
C.	Estimated offering costs (e.g., legal, accounting, audit)	\$5,000
D.	Net proceeds of offering: $D = A - (B+C)$	\$220,000
E.	Working capital as at most recent month end (deficiency)	\$1,180,600
F.	Additional sources of funding	\$0
G.	Total available funds: $G = D+E+F$	\$1,400,600

Notes:

- (1) Upon closing, finders' fees of up to 7% cash and 7% finders' warrants may be issued, with each finder's warrant entitling the purchase of one common share at a price of \$0.08 per share for 24 months.

How will we use the available funds?

Description of intended use of available funds listed in order of priority⁽¹⁾⁽²⁾	Assuming 100% of Offering
Exploration and evaluation expenditures	\$400,000
General and Administrative Expenses (including marketing and investor relations).	\$390,800
Cash for Working Capital	\$311,400
Unallocated Working Capital	\$298,400
Total	\$1,400,600⁽³⁾

Notes:

- (1) The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries.
 (2) The most recent financial statements of the Company included a going-concern note. This Offering is intended to permit the Company to continue its operations, with the goal of advancing its exploration activities and is not expected to affect the decision to include a going-concern note in the next annual financial statements of the Company.
 (3) We intend to spend the net proceeds as stated. We will reallocate funds only for sound business reasons.

How have we used the other funds we have raised in the past 12 months?

During the past 12 months, the Company did not raise any funds.

Date of Financing and Funds Raised	Use of Funds	Variance	Impact of Variances
N/A	N/A	N/A	N/A

PART 4: FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Company has not engaged any dealers in connection with this Offering. The Company may compensate certain dealers in connection with the sale of Common Shares to purchasers introduced to the Company.

PART 5: PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company; or**
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6: ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the Company's continuous disclosure at www.sedarplus.ca and the Company's website at <https://www.cruzbattery.com>.

PART 7: DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after May 30, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated May 30, 2024

(signed) James Nelson

James Nelson, Chief Executive Officer

(signed) Cindy Cai

Cindy Cai, Chief Financial Officer