

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cruz Battery Metals Corp. (the “Company”)
Suite 2905 – 700 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

May 30, 2024

Item 3 News Release

The news releases were disseminated through News File and Stockwatch.

Item 4 Summary of Material Change

On May 30, 2024, the Company announced it had arranged a non-brokered listed issuer financing exemption (LIFE) private placement of up to 6,250,000 units at a price of \$0.036 per unit. Each unit will comprise of one common share of the Company and one share purchase warrant to purchase one common share of the Company at a price of \$0.05 for a period of 60 months from the Closing Date.

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: 604-899-9150

Item 9 Date of Report

June 6, 2024



CRUZ
BATTERY METALS
CSE:CRUZ OTC:BKTPF FSE:A3CWU7
Cruz Battery Metals Corp.
Suite 2905 – 700 West Georgia Street
Vancouver, BC V7Y 1C6

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Cruz Announces \$225,000 Listed Issuer Financing Exemption (LIFE) Private Placement

Vancouver, British Columbia--(Newsfile Corp. – May 30, 2024) - **Cruz Battery Metals Corp. (CSE: CRUZ) (OTC Pink: BKTPF) (FSE: A3CWU7)** (“Cruz” or the “Company”) has arranged a non-brokered listed issuer financing exemption (LIFE) private placement of up to 6,250,000 units at a price of \$0.036 per unit. Each unit will comprise of one common share of the Company and one share purchase warrant to purchase one common share of the Company at a price of \$0.05 for a period of 60 months from the Closing Date.

The Offering is expected to close on or about June 10, 2024, or such other date and is subject to certain conditions including, but not limited to, the receipt of all necessary Canadian Securities Exchange, regulatory and other approvals.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – *Prospectus Exemptions* (“**NI 45-106**”), the Units will be offered for sale to purchasers resident in Canada, other than Quebec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the “**Listed Issuer Financing Exemption**”). Because the Offering is being completed pursuant to the Listed Issuer Financing Exemption, the securities issued to Canadian resident

subscribers in the Offering will not be subject to a hold period pursuant to applicable Canadian securities laws.

There is an offering document related to the Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website. Prospective investors should read this offering document before making an investment decision.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the U.S. Securities Act of 1933, as amended (the "**1933 Act**") or under any U.S. state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, as amended, and applicable state securities laws.

About Cruz Battery Metals Corp.

Cruz currently has several projects located throughout North America. Cruz's Nevada lithium projects consist of the 8,135-acre 'Solar Lithium Project' and the 240-acre 'Clayton Valley Lithium Project'. Cruz's 6,146-acre Hector cobalt project is located in the vicinity of the town of Cobalt, Ontario, which is prospective for cobalt, silver, and diamonds. Cruz's Idaho projects include the 2,211-acre 'Idaho Cobalt Belt Project' and the 80-acre 'Idaho Star Cobalt Project'. Management cautions that past results or discoveries on properties in proximity to Cruz may not necessarily be indicative of the presence of mineralization on the Company's properties.

If you would like to be added to Cruz's news distribution list, please send your email address to info@cruzbattery metals.com

Cruz Battery Metals Corp.

"James Nelson"

James Nelson
President, Chief Executive Officer, Secretary and Director

For more information regarding this news release, please contact:

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