

**CRUZ BATTERY METALS CORP.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON DECEMBER 11, 2024**

**NOTICE IS HEREBY GIVEN** that a special meeting (the “**Meeting**”) of the holders (the “**Cruz Shareholders**”) of common shares (“**Cruz Shares**”) of Cruz Battery Metals Corp. (“**Cruz**”) will be held at Suite 2501 – 550 Burrard Street, Vancouver, British Columbia, Canada on December 11, 2024 at 10:00 A.M. (Vancouver time) for the following purposes:

1. to consider, pursuant to the Interim Order, and, if thought fit, to approve, with or without variation, the special resolution (the “**Arrangement Resolution**”) set forth in Schedule A to the accompanying management information circular of Cruz dated October 29, 2024 (the “**Information Circular**”), to approve a plan of arrangement (the “**Arrangement**”) under the provisions of Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), involving, among others, Cruz and its wholly-owned subsidiary, Makenita Resources Inc. (“**Makenita**”), in accordance with the terms of the arrangement agreement dated September 5, 2024 between Cruz and Makenita (as it may be amended, supplemented or otherwise modified from time to time). See “*Particular of Matters to be Acted Upon – Special Resolution to Approve the Arrangement*” as detailed in the Information Circular;
2. to consider and, if thought fit, to approve, with or without variation, an ordinary resolution approving the adoption by Makenita of an omnibus equity incentive plan (the “**Makenita Equity Incentive Plan**”), as more fully described in the Information Circular. See “*Particular of Matters to be Acted Upon – Approval of Makenita Equity Incentive Plan*” as detailed in the Information Circular; and
3. to transact such further or other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

**AND TAKE NOTICE** that registered Cruz Shareholders have a right of dissent in respect of the proposed Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of their Cruz Shares, in the case of the Arrangement, in accordance with the provisions of the BCBCA. The dissent rights are described in Schedule D to the Information Circular. Failure to strictly comply with required procedure may result in the loss of any right of dissent.

Cruz Shareholders of record at the close of business on October 29, 2024 will be entitled to receive notice of and vote at the Meeting. Holders of Cruz share purchase warrants, stock options and restricted share units (the “**Securityholders**”) as of the Record Date will only be entitled to notice of the Meeting. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

Cruz will utilize the notice-and access model provided for under National Instrument 54-101 (“**Notice and Access**”) for the delivery of its Information Circular and accompanying materials (collectively, the “**Meeting Materials**”), to the Cruz Shareholders and Securityholders in respect of the Meeting. Under Notice and Access, instead of receiving paper copies of the Meeting Materials, Cruz Shareholders will be receiving a notice with information on how they may access the Meeting Materials electronically. However, Cruz 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 <https://www.cruzbattery.com> as of November 1, 2024 and will remain on the website for one full year thereafter. The Meeting Materials are also available upon request, without charge, by e-mail at [info@cruzbattery.com](mailto:info@cruzbattery.com), or can be accessed online on

SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) as of November 1, 2024. 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.

**It is desirable that as many Cruz Shares as possible be represented at the Meeting. Whether or not you expect to attend the Meeting, please exercise your right to vote. Please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose.** To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of Cruz, Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) or postponement(s) thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

This notice is accompanied by the Information Circular and either a form of proxy for Registered Holders or a voting instruction form for beneficial Cruz Shareholders.

**DATED** at Vancouver, British Columbia this November 1, 2024.

**BY ORDER OF THE BOARD**

*(signed) "James Nelson"*

James Nelson

President, Chief Executive Officer and Director

**Registered Cruz Shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered Cruz Shareholder and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other Intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.**