



Suite 2905 – 700 West Georgia Street, Vancouver, BC, Canada, V7Y 1K8

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF MEETING MATERIALS

You are receiving this notification (this “**Notice**”) as Cruz Battery Metals Corp. (the “**Company**” or “**Cruz**”) is sending proxy related materials to its registered and beneficial shareholders using “notice-and-access”, as defined under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the Company’s May 16, 2022 annual general and special meeting (the “**Meeting**”) of the shareholders of the Company. Notice-and-access is a set of rules for reducing the volume of materials that must be physically mailed to shareholders by allowing issuers to post their information circular and additional materials online. Instead of receiving paper copies of meeting materials, shareholders receive a “notice-and-access notice” containing prescribed information, as well as a form of proxy or voting information form, as applicable.

This Notice provides details of the date, time and place of the Meeting, including the matters to be voted on, and instructions on how to access an electronic copy, or request a paper copy of the meeting materials. Accompanying this Notice is a form of proxy (“**Proxy**”) or voting instruction form (“**VIF**”).

If you hold your Common Shares in a brokerage account you are a non-registered shareholder (“Beneficial Shareholder”). Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of proxy or VIF provided to them by their intermediary, as well as the instructions found in the information circular, in order to cast their vote, or in order to notify the Company if they plan to attend the Meeting.

HOW TO ACCESS THE MEETING MATERIALS

Cruz’s management information circular dated March 31, 2022 (the “**Circular**”), audited financial statements, management discussion and analysis and additional materials (collectively, the “**Meeting Materials**”) are available on Cruz’s profile on SEDAR at www.sedar.com and on Cruz’s website at www.cruzbattery.com. Shareholders are reminded to view these online materials before voting.

Shareholder may obtain a paper copy of the Meeting Materials, by:

1. calling the Company at 604-899-9150, or toll-free at 1-855-599-9150 (in Canada or the U.S.); or
2. sending an email to nancy@cococapital.ca, and providing your name and mailing address.

If you wish to receive a paper copy of the Meeting Materials, they will be sent within three business days of your request, if such requests are made before the Meeting date. To ensure you receive the Meeting Materials in advance of the voting deadline and the Meeting date, your request should be provided to the Company as soon as possible.

MEETING DATE AND LOCATION

The Meeting will be held on Monday, May 16, 2022, at 10:00 a.m. (Pacific Time) at the offices of Clark Wilson LLP, at Suite 900 - 885 West Georgia Street, Vancouver, British Columbia.

MATTERS TO BE VOTED ON AT THE MEETING

At the Meeting, shareholders will be asked to vote on the following:

1. **Number of Directors** – to determine and set the number of directors of the Company at four (4) until the next annual meeting;
2. **Election of Directors** – to elect directors of the Company to hold office until the next annual meeting. At the Meeting, four individuals are proposed to be elected to the Board. See “*Election of Directors*” as detailed in the Circular;
3. **Appointment of Auditors** – to appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s auditor until the next annual meeting and to authorize the directors to set their remuneration. See “*Appointment of Auditors*” as detailed in the Circular;
4. **Ratification of 2022 Equity Incentive Plan** – to consider, and if thought fit, approve an ordinary resolution ratifying the adoption of the Company’s omnibus equity incentive plan (the “**2022 Equity Incentive Plan**”). See

“Particular of Matters to be Acted Upon – Ratification of 2022 Equity Incentive Plan” as detailed in the Circular; and

5. **Other Business** – to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

VOTING

You cannot vote by returning this Notice.

To vote your securities you must vote online, by telephone, by fax or by mailing the form of proxy or VIF for receipt by 10:00 a.m. (Pacific Time), on Thursday, May 12, 2022 using the enclosed Business Reply Envelope.

If you ask for the Meeting Materials to be mailed to you, please note that another Proxy or VIF will not be sent with the Meeting Materials; please retain your current one for voting purposes.

Please review the Meeting Materials before voting.

QUESTIONS

Shareholders wishing to have a question addressed at the Meeting can submit questions in advance to nancy@cococapital.ca. The Company is committed to addressing appropriate questions submitted by shareholders after the Meeting has adjourned. Shareholders with questions about this Notice or notice and access procedures can contact the Company at 604-899-9150, or through its toll-free number at 1-855-599-9150 (in Canada or the U.S.), or by email at nancy@cococapital.ca.