

**NOTICE OF CHANGE IN CORPORATE STRUCTURE PURSUANT
TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102**

Item 1 Name of the Parties to the Transaction

Arizona Metals Corp., formerly, Ring the Bell Capital Corp. (the "**Corporation**")
11459040 Canada Inc.
Croesus Gold Corp.

Item 2 Description of the Transaction

Pursuant to *Policy 2.4 – Capital Pool Companies* of the TSX Venture Exchange (the "**TSXV**"), Arizona Metals Corp. (formerly Ring the Bell Capital Corp.), completed its Qualifying Transaction (as such term is defined by the TSXV), and as outlined in the management information circular of the Corporation dated May 13, 2019. In accordance with a definitive agreement dated June 17, 2019, 11459040 Canada Inc., a wholly-owned subsidiary of the Corporation, merged with Croesus Gold Corp. ("**Croesus**") (the "**Qualifying Transaction**"). The Qualifying Transaction was structured as a three-cornered amalgamation, as a result of which Croesus has become a wholly-owned subsidiary of the Corporation.

In connection with the Qualifying Transaction, the Corporation filed Articles of Amendment effective July 31, 2019, changing its name to "Arizona Metals Corp." (the "**Name Change**") and consolidating the common shares of the Corporation (the "**Common Shares**"), on the basis of one (1) post-consolidation Common Share for every two and a half (2.5) pre-consolidation Common Shares (the "**Consolidation**"). No fractional shares shall be issued as a result of the Consolidation, and if any fractional share would otherwise result from the Consolidation, such fractional share shall be rounded down to the nearest whole share.

Item 3 Effective Date of Transaction

The effective date of the Name Change and Consolidation is July 31, 2019. The Qualifying Transaction is August 1, 2019.

Item 4 Names of Each Party, if any, that Ceased to be an Issuer Subsequent to the Transaction and of each Continuing Entity

Not applicable.

Item 5 Date of the Issuer's First Financial Year-End Subsequent to the Transaction

December 31, 2019.

Item 6 **Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Issuer's First Financial Year Subsequent to the Transaction**

Not applicable.

Item 7 **Documents filed under NI 51-102 that described the Transaction**

The following documents have been filed under the Corporation's SEDAR profile:

- Management Information Circular dated May 13, 2019 in connection with the special meeting of shareholders held on June 12, 2019
- Filing Statement dated July 19, 2019
- Business Combination Agreement among the Corporation, 11459040 Canada Inc., and Croesus Gold Corp. made as of June 17, 2019
- Press releases dated April 4, 2019, June 17, 2019, June 28, 2019, July 22, 2019 and August 1, 2019