



**NOTICE AND ACCESS NOTICE TO SHAREHOLDERS**  
**Special Meeting of Shareholders to be held on February 12, 2020**

Cordoba Minerals Corp. (the “**Company**”) is using the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* to deliver meeting materials to its registered and beneficial shareholders (the “**Shareholders**”) in respect of its special meeting of Shareholders to be held on Wednesday, February 12, 2020 (the “**Meeting**”).

Instead of receiving printed copies of the Meeting Materials (as defined below), under the Notice-and-Access Provisions, Shareholders receive this notice (“**Notice**”) with information on the Meeting date, location and purpose, as well as information on how they may access an electronic version of the management proxy circular (the “**Circular**”), and how they may vote. Shareholders will also receive a proxy or voting instruction form (“**VIF**”, together with the Circular and the proxy, the “**Meeting Materials**”), as applicable, enabling them to vote at the Meeting.

**Meeting Date and Time**

Wednesday, February 12, 2020 at 9:00 a.m. (Pacific Time)

**Location**

Suite 654 – 999 Canada Place  
Vancouver, British Columbia

**Shareholders will be asked to consider and vote on the following matters:**

1. to increase the number of directors by one, for a total of either five (5) directors (if the representative to be appointed pursuant to the JCHX Transaction (as defined in the Circular) has not been appointed), or six (6) directors (if the representative to be appointed pursuant to the JCHX Transaction been appointed) as at the time of the Meeting;
2. to elect one director to fill the vacancy created by the increase in the number of directors as contemplated at the Meeting, to hold such office until the Company’s next annual general meeting; and
3. to transact any other business as may properly be brought before the Meeting.

These matters are set out in detail in the Circular under the section entitled “*Part 3 - Business of the Meeting*”.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR PRIOR TO VOTING.**

**Website Where Meeting Materials are Posted**

Electronic copies of the Meeting Materials may be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and the Company’s website at [www.cordobaminerals.com](http://www.cordobaminerals.com). The Company will not use the procedures known as “stratification” under the Notice-and-Access Provisions meaning that all Shareholders will receive this Notice in accordance with the Notice-and-Access Provisions.








### Obtaining Paper Copies of Materials

Shareholders can request a paper copy of the Circular in advance of the Meeting by contacting the Company toll-free at **1-888-571-4545**, or **1-604-331-9816** (which is not a toll-free number). Such a request should be sent so that the request is received by the Company by 9:00 a.m. (Pacific Time) on Wednesday, January 29, 2020 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

### Voting - Registered Holders

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed proxy form to Computershare Trust Company of Canada (“**Computershare**”) in accordance with the instructions set out below, on the proxy form or in the Circular. If you are voting your shares by proxy, Computershare must receive your completed proxy form by 9:00 a.m. (Pacific Time) on Monday, February 10, 2020, or 48 hours (excluding Saturdays, Sundays and statutory holidays in Vancouver, British Columbia) before any adjournment(s) or postponement(s) of the Meeting.

An appointment of a proxyholder or alternate proxyholder will not be valid unless a proxy form making the appointment, signed by the Shareholder or by an attorney of the Shareholder authorized in writing, is deposited with Computershare:

-  by internet by going to [www.investorvote.com](http://www.investorvote.com). You will be prompted to enter the 15-digit Control Number, which is located on the reverse side of the proxy form;
-  by mail to 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1;
-  by telephone for the **Proxy** at **1-866-732-VOTE (8683)** (toll free) or **1-312-588-4290** (direct dial) from a touch tone phone;
-  by facsimile to **1-866-249-7775** (toll free in Canada and the United States) or **1-416-263-9524** (outside Canada and the United States); or
-  by smartphone, scan the QR Code on the proxy form.

### A registered Shareholder who has given a proxy may revoke it by:

- (a) voting again by telephone or on the Internet before 9:00 a.m. (Pacific Time) on Monday, February 10, 2020;
- (b) completing a proxy form that is dated later than the proxy form you are changing, and mailing it to Computershare, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, or by facsimile to 1-866-249-7775, so that it is received before 9:00 a.m. (Pacific Time) on Monday, February 10, 2020;
- (c) sending a notice in writing from the Shareholder or the Shareholder’s authorized attorney (or, if the Shareholder is a corporation, by a duly authorized officer) revoking the proxy, to the Corporate Secretary of the Company so that it is received before 9:00 a.m. (Pacific Time) on Monday, February 10, 2020;



- (d) giving a notice in writing from the Shareholder or the Shareholder's authorized attorney (or, if the Shareholder is a corporation, by a duly authorized officer) revoking your proxy to the chair of the Meeting, at the Meeting; or
- (e) attendance at the Meeting and participation in a poll (ballot) by the Shareholder (but not by the proxyholder of such Shareholder).

The revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

#### **Voting – Non-Registered Holders**

Non-registered, or beneficial, Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein, or otherwise follow the instructions provided by their broker or other intermediary.

A non-registered Shareholder may revoke a proxy or VIF given to their broker or other intermediary by contacting the broker or intermediary through which the non-registered Shareholder's Cordoba Shares are held and following the instructions of the broker or intermediary respecting the revocation of proxies. In order to ensure that the broker or intermediary acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the broker or intermediary well in advance of the Meeting.

**For more information on the Notice-and-Access Provisions and information on voting, please see the section in the Circular entitled “Part 1 – Voting” or contact the Company's transfer agent, Computershare, toll-free within North America at 1-800-564-6253, from outside of North America at 1-514-982-8716.**

**For paper copies of the Circular, please contact the Company at:**

**Cordoba Minerals Corp.**

Suite 654 – 999 Canada Place  
Vancouver, British Columbia  
Canada, V6C 3E1

**Tel: 1-888-571-4545** (a toll-free number) or **1-604-331-9816** (not a toll-free number)

**Fax:** 1-604-682-2060

**Email:** [info@cordobaminerals.com](mailto:info@cordobaminerals.com)