MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended December 31, 2020

GENERAL

The purpose of this Management's Discussion and Analysis ("MD&A") is to provide readers with management's overview of the past performance of, and outlook for, Cordoba Minerals Corp., (the "Company" or "Cordoba"). The report also provides information to enhance readers' understanding of the Company's financial statements and highlights important business trends and risks affecting the Company's financial performance. It should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2020 (the "financial statements").

All information contained in this MD&A is current as of March 16, 2021, unless otherwise stated.

The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com and on the Company's website, www.cordobaminerals.com.

FORWARD LOOKING STATEMENTS

This MD&A includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities legislation. All statements included in this MD&A, other than statements of historical fact, are forward-looking statements. When used in this MD&A, words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict", "foresee" and other similar terminology, or sentences/statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance. These statements reflect Cordoba's current expectations regarding future events, performance and results, and are accurate only at the time of this MD&A, and may be superseded by more current information.

Forward-looking statements also involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of Cordoba or its mineral projects to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information.

In making such statements, Cordoba has made assumptions regarding, among other things: general business and economic conditions; the availability of additional exploration and mineral project financing; the supply and demand for, inventories of, and the level and volatility of the prices of metals; relationships with strategic partners; the timing and receipt of governmental permits and approvals; the timing and receipt of community and landowner approvals; changes in regulations; political factors; the accuracy of the Company's interpretation of drill results; the geology, grade and continuity of the Company's mineral deposits; the availability of equipment, skilled labour and services needed for the exploration and development of mineral properties; currency fluctuations; and impact of the COVID-19 pandemic.

This MD&A also contains references to estimates of Mineral Resources. The estimation of Mineral Resources is inherently uncertain and involves subjective judgements about many relevant factors. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgements used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that ultimately may prove to be inaccurate. Mineral Resource estimates may have to be re-estimated based on: (i) fluctuations in mineral prices; (ii) results of drilling; (iii) metallurgical testing and other studies; (iv) proposed and completed mining exploration programs; (v) the evaluation of exploration and drilling plans subsequent to the date of any estimates; and (vi) the possible failure to receive required permits, approvals and licenses.

Although the forward-looking statements or information contained in this MD&A are based upon what management of Cordoba believes are reasonable assumptions, Cordoba cannot assure investors that actual results will be consistent with these forward-looking statements. They should not be read as guarantees of future performance or results. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to: the factors discussed below and under "Risks and Uncertainties"; unanticipated changes in general business and economic conditions or conditions in the financial markets; fluctuations in the price of metals; stock market volatility; the availability of exploration capital and financing generally; changes in national and local government legislation; changes to taxation; changes in interest or currency exchange rates; loss of key personnel; inaccurate geological assumptions; actual exploration results, interpretation of metallurgical characteristics of the mineralization, changes in project parameters as plans continue to be refined, future metal prices, legal disputes or unanticipated outcomes of legal proceedings; social unrest; competition; unavailability of materials and equipment; government action or delays in the receipt of permits or government approvals; community member disturbances; industrial disturbances or other job action; and unanticipated events related to health, safety and environmental matters, including unknown impacts related to potential business disruptions stemming from the COVID-19 pandemic or another infectious illness.

Forward-looking information is designed to help readers understand management's current views of the Company's near and longer-term prospects, and it may not be appropriate for other purposes. Cordoba will not update any forward-looking statements or forward-looking information unless required to by applicable securities laws.

The forward-looking statements contained herein are based on information available and are made as of March 16, 2021.

OVERVIEW OF THE BUSINESS

Cordoba is a publicly listed mineral exploration company incorporated under the laws of British Columbia, Canada. The Company's shares are listed on the TSX Venture Exchange under the symbol "CDB". The Company's head and registered office is located at Suite 654 – 999 Canada Place, Vancouver, British Columbia, Canada, V6C 3E1.

Cordoba is a Canadian-based exploration and development company with projects located in Colombia and the United States. The principal business of the Company is the acquisition, exploration and development of base and precious metals properties.

To date, Cordoba has not generated any revenues from its operations and is considered to be in the exploration and development stage.

OUTLOOK

Cordoba's near-term focus is on the exploration and development of the San Matias copper-gold-silver project (the "San Matias Project" or "San Matias") in Colombia and the Perseverance porphyry copper project ("Perseverance Project" or "Perseverance") in the United States. At San Matias, Cordoba plans to accelerate development of the Alacran deposit (the "Alacran Deposit" or "Alacran") and has begun the pre-feasibility studies required to secure the necessary Colombian mining approvals. Cordoba plans to continue further exploration throughout the San Matias district, including advancing the search for the porphyry sources of the Alacran and Montiel West deposits. At Perseverance, Cordoba suspended the magneto-telluric geophysical survey ("MT Survey") until further notice due to COVID-19. The goal of the MT Survey is to close off the previously-identified strong conductivity anomaly thought to reflect the southwestern edge of a concealed porphyry copper system.

The Company continues to seek additional project opportunities, primarily in the Americas, the entry costs to which are as-yet undetermined. As such, management will continue to assess the costs of exploration and development programs at San Matias and Perseverance and may revise the scope of planned programs. Cordoba's current treasury is insufficient to finance all currently planned exploration and development programs and the Company plans to seek additional financing in order to further evaluate its mineral properties.

A global pandemic related to COVID-19 was declared by the World Health Organization in March 2020. The current and expected impacts of COVID-19 on the Company's current operations are being closely monitored. There has been significant volatility in global markets including foreign exchange rates and commodity prices, supply chain disruptions, economic slow-downs, lockdowns and travel restrictions. Countries around the world have imposed a variety of restrictions since the pandemic was declared, including lockdowns, and are asking people to self-isolate and practice social distancing to reduce the spread of the virus. Cordoba's primary focus remains on the health and safety of its employees and contractors, as well as its host communities. The Company has followed the requirements and advice of government and health authorities in Canada, the United States and Colombia and has implemented measures at the corporate offices and all sites to protect employees, contractors and host communities. These measures are continuously reviewed and updated to reflect current circumstances. The Company continues to monitor ongoing developments surrounding COVID-19, including the impact of the COVID-19 variants that may lead to greater transmission and more negative health effects than the original virus, and the distribution of vaccines, and is prepared for continued short-term impacts to the Company and its operations. The COVID-19 pandemic could have a material adverse effect on the Company, results from operations, and the ability of the Company to raise financing.

CORPORATE ACTIVITIES

Share consolidation

On September 25, 2020, the shareholders of the Company voted in favour of the special resolution at the Company's Annual General and Special Meeting, to approve a consolidation of its shares on the basis of one (1) post-Consolidation share for up to every thirty (30) pre-Consolidation shares, as may be determined by the Board of Directors of the Company in its sole discretion.

Cordoba's Board of Directors determined to proceed with a share consolidation, approving a ratio of one (1) post-Consolidation share for every seventeen (17) pre-Consolidation shares held effective at the opening of the market on February 9, 2021 (the "Consolidation" or "Share Consolidation"). The Company's name and trading symbol for the Company's shares on the TSX Venture Exchange remained unchanged and no fractional shares were issued under the Consolidation.

The Consolidation took effect at the opening of the market on February 9, 2021, and the Company's 959,244,498 common shares issued and outstanding at that time were consolidated into 56,426,146 shares. The Company's convertible securities, which comprise share purchase warrants, share purchase options, restricted share units and deferred share units were all adjusted in accordance with the terms of the 17 for 1 Share Consolidation.

As a result of the Share Consolidation occurring after the reporting date, but before the date that the financial statements and MD&A are authorized for issue by the Board of Directors, all shares and per share data presented in the Company's financial statements and this MD&A have been retrospectively adjusted to reflect the Share Consolidation, unless otherwise noted.

Strategic equity investment by JCHX Mining Management Co., Ltd.

On January 17, 2020, the Company announced that it had successfully completed a strategic equity investment with JCHX Mining Management Co., Ltd ("JCHX"), whereby the Company issued 5,374,855 (91,372,536 pre-Consolidation) common shares to JCHX through a private placement at $2.04 ($0.12 pre-Consolidation) per share, resulting in the receipt of gross proceeds of approximately $11.0 million. On closing, JCHX acquired 19.99% of Cordoba's issued and outstanding common shares and this resulted in the dilution of the ownership interest of the Company's majority shareholder, High Power Exploration Inc. ("HPX"), from 75.3% to approximately 60.2% at that time.

Upon closing of the private placement, Cordoba and JCHX entered into an investor rights agreement, which provides for certain key provisions:

- JCHX will be entitled to nominate representatives to Cordoba's Board of Directors in proportion to its shareholding (up to a maximum of 20% of the board seats), with one nominee to be added based on JCHX's 19.99% interest;
- JCHX will be granted anti-dilution rights to enable it to maintain its ownership interest;
- JCHX will have a right of first offer to be appointed as the Engineering Procurement Construction contractor in connection with any future mining development on the San Matias Project; and
- JCHX will have a right of first offer in respect of any sale of an equity interest in the San Matias Project.

In January 2020, upon successful closing of the JCHX strategic equity investment, the Company fully repaid the US$2.77 million ($3.62 million) in principal and accrued interest owing to HPX under a short-term loan (the "Promissory Note") which had accumulated through a series of draw-downs between September 25, 2019 and January 10, 2020.

Issuance of common shares

On April 28, 2020, Cordoba issued an aggregate of 218,452 (3,713,687 pre-Consolidation) common shares in the capital of the Company (the "First Tranche Shares") at a price of $1.5215 ($0.0895 pre-Consolidation) per First Tranche Share representing an aggregate value of $332,375 (US$250,000 on the conversion date) to two arm's length parties (the "Subscribers") pursuant to the terms of subscription agreements between the Company and each of the Subscribers (the "Subscription Agreements").

The Subscription Agreements were entered into in connection with Cordoba obtaining an extension on certain obligations due under an option agreement among the Company, Minerales Cordoba S.A.S ("Minerales"), Sociedad Ordinaria de Minas Omni, Compania Minera El Alacran S.A.S., CMH Colombia S.A.S., Cobre Minerales S.A.S. and Exploradora Cordoba S.A.S. ("Exploradora") dated February 27, 2016, and in consideration for work and services provided by the Subscribers for the Company.

Concurrent with the issuance of the First Tranche Shares, on April 28, 2020, Cordoba issued 54,611 (928,401 pre-Consolidation) common shares to JCHX at a price of $0.8772 ($0.0516 pre-Consolidation) per share for gross proceeds of approximately $47,905, pursuant to the terms of a subscription agreement between the Company and JCHX.

On July 16, 2020, Cordoba issued an aggregate of 274,128 (4,660,176 pre-Consolidation) common shares (the "Second Tranche Shares") at a price of $1.2444 ($0.0732 pre-Consolidation) per Second Tranche Share, representing an aggregate value of $341,125 (US$250,000 on the conversion date) to the Subscribers, pursuant to the terms of the Subscription Agreements.

In connection with the issuance of the Second Tranche Shares, on July 30, 2020, Cordoba issued 68,530 (1,165,017 pre-Consolidation) common shares to JCHX at a price of $1.4773 ($0.0869 pre-Consolidation) per share for gross proceeds of $101,240, pursuant to the terms of a subscription agreement between the Company and JCHX. On closing, JCHX retained its 19.99% interest in Cordoba's issued and outstanding common shares.

Rights offering

On June 29, 2020, the Company announced the closing of its rights offering (the "Rights Offering") which raised gross proceeds of $21.5 million. Upon the closing of the Rights Offering, the Company issued a total of 25,294,118 (430,000,000 pre-Consolidation) new common shares, which represents 100% of the maximum number of common shares that were available under the offering. The Company incurred $215,850 of share issuance costs associated with the Rights Offering.

Pursuant to the Rights Offering, eligible shareholders of record on June 1, 2020 received 0.93171762634 of one right for every one common share held (each whole right, a "Right"). Each Right entitled the holder to subscribe for one common share at a subscription price of $0.85 ($0.05 pre-Consolidation) per common share (the "Basic Subscription Privilege"). The Rights traded on the TSX Venture Exchange under the symbol "CDB.RT" from May 29, 2020 to June 25, 2020.

In connection with the Rights Offering, the Company entered into a standby commitment agreement (the "Standby Commitment Agreement") with HPX. HPX agreed, subject to certain terms and conditions, to exercise its Basic Subscription Privilege in respect of any rights it held, and, in addition thereto, to acquire any additional common shares available as a result of any unexercised Rights under the Rights Offering excluding those falling within JCHX's commitment to complete its Basic Subscription Privilege. The Rights Offering was fully subscribed and, consequently, HPX did not acquire any new shares under its standby commitment.

In consideration for the Standby Commitment Agreement, upon completion of the Rights Offering and fulfillment of the standby commitment, the Company issued 21,910,113 warrants to HPX. Each warrant entitles HPX to acquire one common share of the Company at an exercise price equal to $0.075 per common share at any time on or before June 26, 2025. As a result of the Share Consolidation, the exercise price and number of shares issuable upon exercise of each warrant was adjusted on a 17 for 1 basis, in accordance with the terms of the Consolidation. Therefore, the number of warrants outstanding did not change, and instead the exercise price and number of shares issuable upon exercise of each warrant was adjusted so that upon exercise of the 21,910,113 warrants, HPX is entitled to acquire 1,288,830 common shares of the Company at a price of $1.275 per common share.

JCHX, an insider of the Company, fulfilled its commitment by fully exercising its Basic Subscription Privilege and acquired 5,058,730 (85,998,410 pre-Consolidation) common shares for gross proceeds of $4.3 million, retaining its 19.99% interest in the Company.

With the proceeds of the Rights Offering, the Company settled the final remaining payment of US$13.0 million to acquire a 100% interest in the Alacran Deposit which was due no later than June 30, 2020. The remaining proceeds from the Rights Offering were used to cover general working capital expenses and Alacran pre-feasibility studies.

<u>Private Placement</u>

On December 23, 2020, the Company closed the first tranche of its $5.2 million non-brokered private placement announced on December 4, 2020 (the "Private Placement"). In connection with the closing of this tranche, the Company issued an aggregate of 61,632,749 units of the Company (the "Units") at a price of $0.075 per Unit for gross proceeds of $4.62 million. Each Unit consisted of one common share of the Company and one share purchase warrant. At issuance, prior to the Share Consolidation, each warrant entitled the holder, on exercise, to purchase one pre-Consolidation common share of the Company anytime on or before December 23, 2022 at a price of $0.115 per one common share. The total number of common shares issued was 3,625,456 (61,632,749 pre-Consolidation). The number of warrants outstanding did not change as a result of the Consolidation, but the exercise price and number of shares issuable upon exercise of each warrant was adjusted on a 17 for 1 basis. The Company incurred approximately $158,000 of share issuance costs associated with the Private Placement. HPX subscribed for 28,667,452 Units in the first tranche of the Private Placement, and received 1,686,320 (28,667,452 pre-Consolidation) common shares of the Company, retaining approximately 58.4% of the issued and outstanding common shares of the Company as at December 31, 2020. The net proceeds are being used to advance fieldwork supporting the completion of the pre-feasibility study at the Company's Alacran Deposit and for general corporate purposes.

On February 19, 2021, the Company announced that it had closed the second and final tranche of the Private Placement, issuing an aggregate of 452,975 Units at a price of $1.275 per Unit for gross proceeds of $577,543. Each Unit consisted of one common share of the Company and one warrant. Each warrant entitles the holder, on exercise, to purchase one common share of the Company anytime on or before February 18, 2023 at the price of $1.955 per one common share.

At the time of closing the first tranche of the Private Placement, JCHX had agreed to purchase 7,700,584 Units. The closing of this second and final tranche of the Offering (the "JCHX Tranche") was subject to the receipt of customary approvals and registration with Chinese regulatory agencies, which were received in February 2021. As a result of the 17 for 1 Share Consolidation taking effect on February 9, 2021, JCHX's aggregate subscription amount of $577,543 remained the same, however the number of Units, Unit price, and exercise price of the warrants were each adjusted to 452,975, $1.275 and $1.955, respectively, in accordance with the terms of the 17 for 1 Share Consolidation. Upon closing of the JCHX Tranche, JCHX retained a 19.99% interest in the Company on a partially diluted basis.

Upon completion of the second and final tranche, the Company had received total gross proceeds of $5.2 million from the Private Placement, and the total issued and outstanding common shares of the Company was 56,879,121.

<u>Changes to Officers</u>

On April 1, 2020, Cordoba announced the appointment of Chris Cairns as Chief Financial Officer ("CFO"). Mr. Cairns replaced outgoing CFO, Greg Shenton, who announced his retirement.

<u>Changes to Board of Directors</u>

On January 17, 2020, Cordoba announced the successful completion of the JCHX strategic equity investment, and pursuant to the terms of the investor rights agreement with JCHX, JCHX nominated Dr. Huaisheng Peng to the Cordoba Board of Directors. The nomination was accepted, and the appointment expanded the Cordoba Board of Directors to five members.

On February 12, 2020, Cordoba announced that at the Special Meeting of Shareholders, shareholders voted to increase the number of directors to six and elected Mr. Luis Valencia González as a Director of the Company.

<u>Annual General and Special Meeting of Shareholders</u>

On September 25, 2020, Cordoba announced that at the Annual General and Special Meeting of Shareholders, shareholders voted in favor of a special resolution to approve the consolidation of all of the issued and outstanding common shares of the Company on the basis of up to one (1) post-consolidation share for every thirty (30) pre-consolidation shares, as determined by the board of directors of the Company at its sole discretion. The ability of the board of directors of the Company to proceed with the Share Consolidation remained subject to TSX Venture Exchange approval, and the Company announced on January 26, 2021 that the Company had decided to proceed with the Share Consolidation, with an effective date of February 9, 2021.

EXPLORATION AND DEVELOPMENT ACTIVITIES

<u>San Matias Copper-Gold-Silver Project, Colombia</u>

The Company's San Matias Project is in the Municipality of Puerto Libertador, Department of Córdoba, Colombia, and is approximately 200 kilometres north of Medellín. The site is road-accessible from the town of Puerto Libertador, approximately 20 kilometres away. Cordoba holds exploration licenses covering 147.23 square kilometres and has an additional 1,861.85 square kilometres of exploration licenses under application. San Matias contains several known areas of porphyry copper-gold, carbonate replacement, and gold vein mineralization.

In January 2020, Cordoba announced its upcoming work program for 2020 at San Matias which included plans to accelerate development of the Alacran Deposit and begin the studies required to secure the necessary Colombian mining approvals[1]. Cordoba engaged Nordmin Engineering Ltd. ("Nordmin") to manage the work required to complete the Environmental Impact Assessment ("EIA") and the Mining Technical Work Plan

[1] Work performed prior to the COVID-19 lockdown was confined to titles adjacent to Alacran where mine infrastructure would be located as the Alacran title itself remained under force majeure (refer to Cordoba's news release dated August 9, 2019) during this time.

(Programa de Trabajo y Obras or "PTO"), which are required to secure the necessary Colombian mining approvals for the Alacran Deposit. Due to the detailed technical nature of the work required for the EIA and PTO, Nordmin plans to also complete a Pre-Feasibility Study ("PFS") for Alacran in compliance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101").

Work at site commenced in January 2020, and prior to the COVID-19 lockdown in Colombia in late March 2020, the Company was able to significantly advance fieldwork in areas where mine infrastructure is likely to be located. This included conducting geotechnical test-pits, and completing condemnation, geotechnical and hydrological drilling. Environmental evaluation work included the establishment of weather and air quality stations, site selection and preparation for acid rock drainage testing, and starting baseline assessments. Given the suspension of in-country operations due to COVID-19, Cordoba continued to advance desk-top work on the studies for mine development at Alacran during the period of April 2020 to November 2020. Desk-top studies comprised investigating pit design options, evaluating infrastructure alternatives, constructing the base hydrogeological model, reviewing the planned geometallurgical drilling program, investigating options for the use of thickened tailings and collecting data from the solar-powered environmental station installed at site.

On November 30, 2020, the Company announced that fieldwork in Colombia had recommenced at Alacran following the relaxation of COVID-19 restrictions in the country and expiry of the Alacran title force majeure. The focus of fieldwork continues to be on obtaining the technical information needed to complete the EIA and PTO required to secure the necessary Colombian mining approvals for the Alacran Deposit. A total of three diamond drill rigs were mobilized to the Alacran site in late November 2020. A fourth drill rig was mobilized in January 2021, and under the current Alacran PFS work program, approximately 61% of the planned drilling has been completed. The holes are being drilled for geotechnical, hydrological and metallurgical testing, as well as some resource infill. All planned excavator pits have also been completed for geotechnical investigations. In addition, Acid Rock Drainage testing of the Alacran ore body and host stratigraphy has begun. Environmental baseline studies continue, including air, water, vibration, noise, fauna and flora surveys. Cordoba continues to remain active in the local communities and has increased its engagement with those communities potentially impacted by the project. Ongoing engineering design work includes: investigating pit design options, evaluating infrastructure alternatives, assessing plant options for fresh ore and mineralized saprolite and examining the use of thickened tailings.

On March 15, 2021, the Company announced that it had been informed of an operation carried out by the Colombian National Police in Colombia to shut down illegal gold mining activities and to improve regional security at Alacran. The Colombian National Police and Police against Illegal Mining act independently and take actions they consider necessary to maintain public order in the country. No Cordoba personnel were on site during the operation, and the Company is now liaising with the Colombian authorities to determine when it can re-commence Pre-Feasibility Study drilling.

Despite the early stage of fieldwork, Cordoba has identified a number of project optimizations that have the potential to add significant value to the Alacran project. These include:

- Options for relocation of key processing plant infrastructure to maximize gravity assistance with material movement to the Tailings Management Facility ("TMF");
- Possibility of co-mingling thickened tailings with waste rock to minimize the waste storage footprint; and
- Potential reduction in the earthworks required for pinning the dam-wall foundation, as depth to bedrock is shallower than anticipated in the proposed TMF area.

In Colombia, a presidential order was issued on March 20, 2020 for mandatory nation-wide isolation beginning on March 24, 2020, which included strict limits on the movement of people, a restriction on international and domestic air travel and the closure of non-essential businesses. On September 1, 2020, Colombian authorities slowly started lifting certain COVID-19 restrictions, with national and international flights resuming later that month. COVID-19 prevention protocols, such as face masks, temperature checks, symptom reporting, app tracking for movements around the country and gatherings restricted to fifty (50) people remain in place. All work at site requires the implementation of health protocols, including self-distancing, disinfection procedures, use of protective masks and COVID-19 testing. The Company continues to monitor the ongoing developments surrounding COVID-19 at San Matias, its host communities and Colombia in general. The continued impact of COVID-19, and COVID-19 variants is uncertain, and despite vaccines being distributed globally, the COVID-19 pandemic could have a material adverse effect on the Company, and its current and future work programs in Colombia.

Community Relations

The Company has made a priority of fostering a positive relationship with the local communities in the San Matias Project area as a means of building support among the residents and mitigating potential conflicts. These efforts have included regional support such as education, health, infrastructure, sports and recreation and agriculture. The Company is also in the process of formalizing four (4) artisanal mining families from the Montiel East, Montiel West, Raa and Capitana areas who meet the requirements under Colombian law to become legal and commercialize their production. The Company believes that it has the broad support of a majority of the residents of the local communities as well as the full support of all levels of government for the advancement of the project.

Notwithstanding these efforts, some residents of the local communities in the San Matias Project area have historically been involved in activities that would be disruptive to the orderly development of the project, including civil insurrection and illegal, artisanal mining on the property. This legacy complicates the process of community relations and heightens the importance of a strong program of community engagement. It has previously, and continues to impact the project. The National Mining Agency ("ANM") suspended the Alacran title from May 2019 through to November 2020 as a result of security concerns.

In addition, since recommencing work on the project in November 2020, there have been incidents in which some members of the El Alacran community have demonstrated opposition to Cordoba's operations. These incidents have included blockades on transport of equipment and personnel and initiation of legal proceedings contesting the Company's rights to the project. The Company believes that the individuals fomenting this opposition represent a small proportion of the community. It is working with the government to resolve these issues through a process of engagement and the enforcement of legal rights. The Company has been able to continue operations despite these incidents, although they have slowed the progress of work on site. The Company continues to closely monitor developments in the communities. See "*Risk Factors*" below for further details.

The Company, along with its internal and external security advisors, worked in cooperation with the national police and military in preparation for the mobilization and recommencement of activity on the Alacran Deposit. The Company expects that it will have the presence and support of the national police and military for the duration of its current work program.

Mineral Resource Estimate and Preliminary Economic Assessment

On July 3, 2019, the Company announced an updated Mineral Resource estimate for the San Matias Project, which was prepared by Glen Kuntz, P. Geo., of Nordmin. The NI 43-101 technical report titled "NI 43-101

Technical Report And Resource Estimate, San Matías Copper-Gold-Silver Project, Colombia" was filed on SEDAR on August 16, 2019 and has an effective date of July 3, 2019.

The San Matias Project was the subject of a July 2019 Preliminary Economic Assessment ("PEA") titled "NI 43-101 Technical Report and Preliminary Economic Assessment, San Matías Copper-Gold-Silver Project, Colombia" filed on SEDAR on September 10, 2019 with an effective date of July 29, 2019. The PEA outlined a robust project with positive economics and management believes there is considerable scope to enhance project value through optimization studies.

The PEA was prepared by Nordmin, and included revisions to the San Matias Mineral Resource estimate that was completed by Nordmin and announced on July 3, 2019. Refer to the Company's news release dated July 29, 2019 for more PEA information.

Highlights of the PEA include:

- Conceptual 8,000 tonnes per day ("tpd") conventional open pit mining operation, increasing to 16,000 tpd after the processing plant expansion is completed in Year 6 – underpinned by 119.1 million tonnes of modeled mill feed grading 0.45% copper, 0.26 g/t gold and 2.41 g/t silver, supporting a 23-year life of mine. During the first five years, the PEA includes copper, gold and silver grades averaging 0.67%, 0.30 g/t and 3.74 g/t respectively with a low strip ratio of 0.82:1.
- PEA life of mine production of 417,300 tonnes of copper, 724,500 ounces of gold and 5,930,000 ounces of silver contained in a clean copper concentrate and precious metals doré. The copper concentrate is expected to contain very low contents of deleterious elements, such as arsenic and lead.
- Estimated annual copper production of 15,400 tonnes in concentrate in Years 1 to 5; increasing to 20,700 tonnes in Years 6 to 16; and averaging 18,100 tonnes per year over the total 23-year PEA life of mine.
- Average LOM C1 cash costs of US$1.32 per pound of copper, net of precious metals by-product credits.
- Initial capital expenditures of US$161.4 million, expansion capital expenditures of US$120.6 million and total PEA life of mine capital expenditures, including sustaining capital, Tailings Management Facility and reclamation costs, of US$527.5 million.
- Pre-tax NPV of US$347.0 million at an 8% discount rate and a pre-tax IRR of 26.8%, using metals price assumptions of US$3.25 per pound copper, US$1,400 per ounce gold and US$17.75 per ounce silver. A Colombian Peso ("COP")/US foreign exchange rate of 3,125:1 was applied. Pre-tax values include Colombian mining royalties of 4% of total precious metals revenue and 5% of total copper revenue.
- After-tax NPV of US$210.7 million at an 8% discount rate and an after-tax IRR of 20.3%, representing a 5.3-year payback using the same metals price assumptions.
- Over the PEA life of mine, the San Matias Project is expected to generate $180.7 million in royalty revenue plus US$331.2 million in income tax revenue to the government.
- Cordoba has identified additional opportunities to enhance the overall project economics, including delineation of the high-grade gold veins contained within the Alacran Deposit and optimization of mineral processing and metals recovery. Potential also exists for the discovery of the porphyry sources for the Alacran and Montiel West deposits and for other deposits within the San Matias Project area.
- Indicated Mineral Resources at San Matias total 114.3 million tonnes grading 0.45% copper, 0.26 g/t gold and 2.42 g/t silver. Inferred Mineral Resources total 4.8 million tonnes grading 0.26% copper, 0.20 g/t gold and 1.21 g/t silver.

The PEA was independently prepared by Mr. Glen Kuntz, P.Geo., and Ms. Agnes Krawczyk, P.Eng., both of Nordmin, who are considered "Qualified Persons" under NI 43-101. The technical disclosure above is based upon the information in the PEA prepared by or under the supervision of Mr. Kuntz and Ms. Krawczyk.

The San Matias 2019 PEA is preliminary in nature and includes an economic analysis that is based, in part, on Inferred Mineral Resources. Inferred Mineral Resources are considered too speculative geologically for the application of economic considerations that would enable them to be categorized as Mineral Reserves and there is no certainty that the PEA results will be realized. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability and due to the uncertainty that may be attached to Inferred Mineral Resources, it cannot be assumed that all or any part of an Inferred Mineral Resource will be upgraded to an Indicated or Measured Mineral Resource as a result of continued exploration.

<u>Acquisition of 100% Ownership of Alacran Copper-Gold-Silver Deposit</u>

The Company was party to an option agreement, originally signed in February 2016, with Sociedad Ordinaria de Minas Omni ("OMNI"), Compañia Minera El Alacran S.A.S., CMH Colombia S.A.S. ("CMH"), and Cobre Minerales S.A.S. ("Cobre"), together the "OMNI Parties", to acquire a 100% interest in the Alacran Deposit (the "Option Agreement"). Under the terms of this agreement, the Company agreed to undertake certain exploration commitments and to make certain scheduled cash payments during the exploration phase. On August 30, 2019, the Company advised the OMNI Parties of its intention to exercise its option to acquire the 100% interest in the Alacran Deposit pursuant to the Option Agreement, and became contractually obligated to make the fifth and final option payment of US$13.0 million to the OMNI Parties on or before June 30, 2020.

On June 30, 2020, the Company secured 100% ownership of Alacran as it had satisfied all existing obligations pursuant to the Option Agreement and acquired 100% of the outstanding common shares of CMH, and its wholly-owned subsidiary, Cobre, which holds the title to the Alacran Deposit.

The Alacran Deposit, an exploration and evaluation asset under the provisions of IFRS 6, is Cobre's principal asset and the acquisition was accounted for as an asset acquisition as substantially all of the fair value of the gross assets acquired was concentrated in a single identifiable asset, the Alacran Deposit, and therefore did not meet the definition of a business under IFRS 3, *Business Combinations.*

At the time of acquisition, upon settlement of all obligations under the Option Agreement, the Company's non-current other asset which represented the right to acquire the 100% interest in the Alacran Deposit was expensed as an E&E acquisition cost within exploration and evaluation expenditures on June 30, 2020.

Upon closing, the shareholders of the OMNI Parties retained a 2% net smelter royalty, with an advanced royalty payment of US$500,000 commencing at the earlier of three years after the receipt of approvals to commence construction at Alacran, or six years after filing for approval to commence construction at Alacran.

<u>Legal Actions in Colombia</u>

On June 26, 2018, the Company terminated the employment contract of the former President of the Company's Colombian subsidiaries, Minerales and Exploradora (the "Colombian Subsidiaries"). Following this termination, new management of the Colombian Subsidiaries discovered a number of financial irregularities in Colombia, which were completed during the former President's tenure. Cordoba commenced a review of these transactions and discovered that other members of the former Colombian management were also involved in the transactions, and their employment contracts were also terminated.

As a result of the ongoing review, Cordoba filed criminal lawsuits in late 2018 and in January 2019 with the Colombian prosecutors against nine members of former Colombian management, alleging breach of fiduciary obligations, abuse of trust, theft and fraud. The Colombian prosecutor service will determine if any formal charges should be laid. The Company is also seeking civil damages against some of these individuals in connection with the monetary amounts alleged to have been misappropriated. The Company may never be able to determine the exact amounts that have been misappropriated but management estimates the amount to be between 9.29 billion COP and 14.27 billion COP (approximately US$2.6 million and US$4.0 million).

On October 21, 2020, the Company learned through various news reports that the former President of Minerales, along with four other former employees and five active and retired military personnel were arrested and subsequently indicted in connection with alleged illegal activities constituting crimes against the State. These charges were brought by the Attorney General and the Company is not a party to these legal proceedings.

All of the Company's mining titles, applications and operations in Colombia remain in good standing.

Exploration Update

During the year ended December 31, 2020, the Company did not undertake any exploration fieldwork at San Matias, as all work planned and performed was related to the PFS. Furthermore, all operations had been suspended from late March 2020 to November 2020, due to the government-mandated COVID-19 lockdown in Colombia.

On May 24, 2019, as a result of security concerns in the area, the ANM suspended the Alacran title and operations were halted. The security and safety of the Company's employees, contractors and the local communities is of the highest importance and the suspension of operations continued until the authorities determined it was safe to resume work. This resulted in a suspension of all obligations due to force majeure until May 23, 2020, with operations to resume as normal beginning on May 24, 2020. The ANM then further extended the suspension due to ongoing security concerns in the area for an additional six months until November 23, 2020. Suspended obligations included, among other things, the minimum drilling requirements and work on the EIA and PTO. The Company's operations recommenced on November 27, 2020 and the Alacran title remains in good standing.

The Colombian authorities have identified the San Matias Project as a project of national interest and have pledged their assistance in advancing the project as quickly as possible.

Cordoba plans to pursue further exploration in the San Matias district, including advancing the search for the porphyry sources of the Alacran and Montiel West deposits. An exploration program is being designed to search for concealed porphyry copper-gold deposits believed to underlie the Alacran replacement copper-gold deposit and the Montiel West volcanic-hosted stockwork mineralization. The porphyry target at Alacran was identified through recognition of late-mineral andesitic and dacitic breccias containing mineralized porphyry fragments. The breccias were emplaced along the same structures that introduced the Alacran mineralizing fluids. Known copper-gold mineralization at Montiel West is hosted by basaltic andesite volcanic rocks, with the intrusive source not yet found. Exploration at both prospects will involve preparatory geophysical surveys followed by the diamond drilling of resulting targets.

Technical information and qualified person

The technical information in this MD&A pertaining to San Matias, other than the Updated Mineral Resource Estimate and PEA, has been reviewed, verified and approved by Mark Gibson, Pr.Sci.Nat., a Qualified Person for the purpose of NI 43-101. Mr. Gibson is the Chief Operating Officer of Cordoba and is not considered independent under NI 43-101.

Perseverance Joint Venture, Arizona

On August 27, 2018, the Company, through its wholly-owned subsidiary Cordoba Minerals USA Corp., entered into a joint venture and earn-in agreement (the "Joint Venture Agreement") with Bell Copper Corporation (TSXV: BCU) ("Bell Copper") and certain of its wholly-owned subsidiaries, to explore the Perseverance porphyry copper project located in northwestern Arizona, USA.

Cordoba has the option to earn up to an 80% interest in Perseverance through the acquisition of an equity interest in the joint venture company MMDEX LLC ("MMDEX"), a wholly-owned indirect subsidiary of Bell Copper, by completing certain phased project expenditures over a 7.5 year period as follows:

- Phase 1 - $1.0 million by April 24, 2020 to earn a 25% interest (completed).
- Phase 2 - An additional $3.0 million by April 24, 2022 for a total 51% interest (in progress).
- Phase 3 - An additional $3.0 million by April 24, 2024 for a total 70% interest.
- Phase 4 - An additional $10.0 million by April 24, 2026 for a total 80% interest.

On March 31, 2019, Cordoba's Phase 1 project expenditures surpassed $1.0 million and the Company acquired 25% of MMDEX in May 2019.

Exploration Update

In January 2020, Cordoba retained Quantec Geoscience ("Quantec") to extend magneto-telluric (MT) geophysics coverage at Perseverance using their Spartan MT system. The goal of the survey was to fully delineate a deep low-resistivity anomaly that had been identified by a 2017 MT survey and that remained open to the northeast. This anomaly is thought to reflect the southwestern edge of a concealed porphyry copper system. Similar, large low-resistivity anomalies are associated with major porphyry copper systems elsewhere in the United States.

Cordoba is evaluating its options to continue the MT Survey suspended in March 2020 due to COVID-19.

Previously, on May 21, 2019, the Company provided an update on diamond drilling activity and final assay results of drill hole K-20 at Perseverance. K-20 is the first hole drilled under the Joint Venture Agreement between Cordoba and Bell Copper.

Highlights were as follows:

- The hole was pre-collared to a depth of approximately 300 metres before core drilling commenced in September 2018.
- Assay results from the hole, drilled vertically to a depth of 1,319 metres, returned anomalous copper values averaging 415 ppm copper over 595 metres (using a 200 ppm copper cut-off grade), beginning at a depth of 683 metres. The Company believes that this long intercept of anomalous copper indicates that the hole intersected the lower grade, peripheral part of a porphyry copper system.
- Porphyry-type propylitic, potassic, phyllic and advanced argillic alteration are all present in K-20 drill core. While epidote-rich propylitic alteration is pervasive, the other alteration types follow high-angle fractures and commonly show overprinting relationships. These fractures channeled copper-bearing fluids from a nearby porphyry source. Down-hole geophysical logging by Acoustic Televiewer suggested that this source lies to the northeast of K-20.
- The presence of hypogene enrichment of chalcopyrite mineralization by bornite and chalcocite was also noted in the drill hole. This is a key hydrothermal process in the giant, high-grade Resolution porphyry copper deposit in Arizona.

Technical information and qualified person

The technical information in this MD&A pertaining to Perseverance has been reviewed, verified and approved by Charles N. Forster, P.Geo., a Qualified Person for the purpose of NI 43-101. Mr. Forster is the Vice President, Exploration of Cordoba and is not considered independent under NI 43-101.

EXPLORATION AND EVALUATION EXPENDITURES

(Tabular amounts are expressed in thousands of Canadian dollars)

Exploration and evaluation ("E&E") expenditures are summarized by project as follows:

	Year ended December 31, 2020	2019	Year ended December 31, 2020	2019	Year ended December 31, 2020	2019	Year ended December 31, 2020	2019
	San Matias		Perseverance		Other		Total	
Direct exploration costs	**$ 1,967**	$ 1,526	**$ 363**	$ 519	**$ -**	$ -	**$ 2,330**	$ 2,045
Indirect exploration costs	**2,225**	1,308	**248**	175	**-**	-	**2,473**	1,483
Site G&A costs	**2,539**	2,411	**71**	71	**-**	-	**2,610**	2,482
E&E acquisition costs	**17,757**	2,046	**-**	45	**-**	-	**17,757**	2,091
Share-based payments	**-**	-	**-**	-	**57**	76	**57**	76
Total E&E expenditures	**$ 24,488**	$ 7,291	**$ 682**	$ 810	**$ 57**	$ 76	**$ 25,227**	$ 8,177

SELECTED ANNUAL INFORMATION

(Tabular amounts are expressed in thousands of Canadian dollars, except for per share amounts)

The following table provides information for the years ended December 31, 2020, 2019 and 2018:

	December 31, 2020	December 31, 2019	December 31, 2018
Total revenue	**$ -**	$ -	$ -
Net loss for the year	**27,747**	10,629	9,922
Total comprehensive loss for the year	**26,939**	10,775	9,770
Loss per share - basic and fully diluted	**0.62**	0.43	0.54
Total assets	**10,706**	20,890	3,833
Total non-current liabilities	**23**	132	37
Dividends paid	**-**	-	-

As the Company is in the exploration stage, it does not generate operating revenue.

Net loss for the year ended December 2020 was significantly higher than the net loss for the years ended December 31, 2019 and 2018 primarily due to expensing $17.76 million related to the fifth and final option payment to acquire the Alacran Deposit. In the year ended December 31, 2019, a drilling campaign at Alacran was re-initiated and extensive expenditure was incurred to update the Mineral Resource estimate and complete the PEA for San Matias; in the year ended December 31, 2018, the Company focused its efforts on regional exploration and investigating the source of Alacran's mineralization.

Total assets at December 31, 2019 is higher than at December 31, 2020 and December 31, 2018, primarily due to a $16.90 million increase resulting from the recognition of a non-current asset representing the Company's right to acquire a 100% interest in the Alacran Deposit under the terms of the Option Agreement. The amount capitalized as a non-current asset at December 31, 2019 was expensed as an E&E acquisition cost upon acquisition of the Alacran Deposit, in the year ended December 31, 2020, in accordance with the Company's accounting policy.

Total non-current liabilities consist of lease obligations. In 2019, the Company adopted IFRS 16, *Leases (*"IFRS 16"), which resulted in the recognition of additional lease contracts on the consolidated statements of financial position. The majority of the leases recognized did not have terms longer than 2 years, and had not yet been renewed as of December 31, 2020. As a result, the non-current liability at December 31, 2020 has decreased compared to December 31, 2019.

SELECTED QUARTERLY INFORMATION

(Tabular amounts are expressed in thousands of Canadian dollars, except for per share amounts)

The following table provides information for the eight fiscal quarters ended December 31, 2020:

	31-Dec-2020	30-Sep-2020	30-Jun-2020	31-Mar-2020
Revenue	$ -	$ -	$ -	$ -
Exploration and evaluation expenditures *(i)*	2,007	937	19,224	3,060
Other operating expenses *(i)*	642	569	699	553
Net loss	2,173	1,924	19,843	3,807
Net loss attributable to owners of Cordoba Minerals Corp.	2,085	1,886	19,755	3,580
Loss per share attributable to owners of Cordoba Minerals Corp. - basic and fully diluted *(ii)*	0.04	0.04	0.53	0.10
Total assets	10,706	7,680	17,047	26,802
Total liabilities	1,215	648	9,090	20,806
Shareholders' equity (deficit)	9,490	7,032	7,957	5,996

	31-Dec-2019	30-Sep-2019	30-Jun-2019	31-Mar-2019
Revenue	$ -	$ -	$ -	$ -
Exploration and evaluation expenditures *(i)*	2,053	1,493	3,003	1,627
Other operating expenses *(i)*	603	683	488	608
Net loss	2,546	2,417	3,443	2,222
Net loss attributable to owners of Cordoba Minerals Corp.	2,427	2,396	3,382	2,222
Loss per share attributable to owners of Cordoba Minerals Corp. - basic and fully diluted *(ii)*	0.08	0.10	0.14	0.10
Total assets	20,890	20,691	3,878	4,655
Total liabilities	22,205	23,388	4,259	1,534
Shareholders' equity (deficit)	(1,315)	(2,697)	(382)	3,120

(i) The Company has allocated its share-based payments expense between exploration and evaluation expenditures and corporate administration, based on the nature of the employee or contractors work.

(ii) The loss per share amounts have been updated retrospectively to reflect the 17 for 1 Share Consolidation which became effective on February 9, 2021.

The changes in the Company's financial results on a quarter-by-quarter basis are due primarily to fluctuations in the level of activity of the Company's exploration and evaluation programs, project acquisitions and administration. The Company is a mineral exploration and development company and does not currently generate operating revenue.

A drilling campaign, which commenced in the quarter ended December 31, 2018 at the Perseverance Project in Arizona, continued throughout the quarter ended March 31, 2019. While exploration at Perseverance concluded on March 31, 2019, drilling activity then began at Alacran until it was suspended due to security concerns during the quarter ended June 30, 2019. The significant increase in E&E for the quarter ended June 30, 2019 was due to a $1.34 million (US$1.00 million) option payment relating to the Company's option to earn a 100% interest in the Alacran Deposit, as well as technical consulting expenditures that were incurred while preparing the PEA, which also contributed to the increase of E&E in the quarter ended September 30,

2019. E&E increased in the quarter ended December 31, 2019, as the Company incurred E&E acquisition costs and prepared for its planned 2020 work program to accelerate development of the Alacran Deposit. E&E increased in the quarter ended March 31, 2020 as the Company began the PFS required to secure the necessary Colombian mining approvals at San Matias. Those studies continued throughout most of the first quarter of 2020, until the COVID-19 related lockdown began in late March. As a result, direct exploration, indirect exploration and site G&A expenditures in the quarters ended June 30, 2020 and September 30, 2020 decreased significantly compared to the prior quarters, as only desktop studies continued due to all employees and contractors working from home during this time. Overall, E&E expenditures increased significantly in the quarter ended June 30, 2020 due to the US$13 million ($17.76 million) of E&E acquisition costs relating to the Company's acquisition of the Alacran Deposit. Exploration expenditures in the quarter ended December 31, 2020 increased as the Company recommenced fieldwork at the Alacran Deposit to continue advancement of the PFS, on November 30, 2020.

Other operating expenses fluctuate based on corporate activity, including non-cash share-based payments and fluctuations in exchange rates.

The fluctuations in total assets and shareholders' equity (deficit) generally reflect the timing and receipt of equity financing which increased cash resources in certain periods, while continued funding of the Company's exploration and evaluation expenditures and corporate administration decreased cash resources.

Total assets increased in the quarter ended December 31, 2020 as the Company closed the first tranche of the Private Placement for gross proceeds of $4.62 million. Total assets decreased in the quarter ended September 30, 2020, as the Company used its cash to settle the related party payable related to its acquisition of the Alacran Deposit on June 30, 2020. On June 30, 2020, as the Company acquired the Alacran Deposit, the non-current asset was expensed to E&E acquisition costs in accordance with Cordoba's accounting policy to expense acquisition costs, resulting in a decrease to total assets in the quarter ended June 30, 2020. The decrease was partially offset by the proceeds of the Rights Offering. The proceeds from the Rights Offering were used to make payments to the OMNI parties and acquire the 100% interest in Alacran, which resulted in a significant decrease in total liabilities for the quarter ended June 30, 2020.

Total assets increased in the quarter ended March 31, 2020 as the Company completed a strategic equity investment with JCHX, whereby the Company issued 5,374,855 (91,372,536 pre-Consolidation) common shares of Cordoba to JCHX through a private placement at $2.04 ($0.12 pre-Consolidation) per share, resulting in the receipt of gross proceeds of approximately $11.0 million. The Company then repaid the total amount owing on the Promissory Note of $3.62 million, which reduced total liabilities in the quarter ended March 31, 2020.

The significant increase in total assets and liabilities in the quarter ended September 30, 2019 related primarily to the Company's contractual obligation to make the fifth and final cash payment of US$13 million (approximately $17.22 million as at September 30, 2019) due to the OMNI Parties no later than June 30, 2020, pursuant to the Option Agreement. At September 30, 2019, the Company recorded a liability of $17.22 million and a corresponding non-current other asset for the right to acquire the 100% interest in the Alacran Deposit. At December 31, 2019, the non-current other asset and liability related to the Alacran Deposit were revalued to $16.90 million.

Liabilities decreased significantly in both the quarters ended September 30, 2020 and June 30, 2020, as the Company used the cash raised in the Rights Offering to settle its liabilities, including the Option Liability, to acquire the Alacran Deposit. Liabilities in the quarters ended March 31, June 30, September 30, and December 31, 2019 fluctuated due to drawdowns on the Promissory Note during these periods. During the quarter ended December 31, 2019, draw-downs on the Promissory Note prior to September 25, 2019 and an accrued option payment related to the Alacran Deposit were converted into common shares of the Company.

The increase in total liabilities in the quarter ended March 31, 2019 relates to an increase in accounts payable and accrued liabilities, as well as the adoption of IFRS 16, which resulted in lease obligations (which previously would have been recorded as operating expenses) being recorded in the consolidated statements of financial position.

RESULTS OF OPERATIONS

(Tabular amounts are expressed in thousands of Canadian dollars)

		Three months ended December 31,				Twelve months ended December 31,		
		2020		2019		**2020**		2019
Exploration and evaluation expenditures	**$**	**2,007**	$	2,053	**$**	**25,227**	$	8,177
Corporate administration		**564**		446		**2,119**		2,023
Amortization		**78**		157		**343**		357
Other (income) expense		**(37)**		(38)		**87**		(75)
Interest expense		**5**		84		**85**		218
Foreign exchange loss		**(444)**		(156)		**(114)**		(71)
Net loss for the year	**$**	**2,173**	$	2,546	**$**	**27,747**	$	10,629

For the three and twelve months ended December 31, 2020 and 2019, E&E expenditure comprises:

		Three months ended December 31,				Twelve months ended December 31,		
		2020		2019		**2020**		2019
Direct exploration costs	**$**	**577**	$	199	**$**	**2,330**	$	2,045
Indirect exploration costs		**681**		437		**2,473**		1,483
Site general and administration costs		**721**		727		**2,610**		2,482
E&E acquisition costs		**(7)**		678		**17,757**		2,091
Share-based payments		**35**		12		**57**		76
Exploration and evaluation expenditures	**$**	**2,007**	$	2,053	**$**	**25,227**	$	8,177

Fourth Quarter Results – Three months ended December 31, 2020 ("Q4 2020") compared to the three months ended December 31, 2019 ("Q4 2019")

Exploration and evaluation expenditures

E&E expenditures in Q4 2020 were relatively consistent with Q4 2019, as it decreased approximately $46,000. While total expenditure was consistent, the activities performed in each respective period were different as the Company incurred much higher direct and indirect exploration costs in Q4 2020 as the Company had restarted fieldwork for the PFS in Colombia, while in Q4 2019 exploration activities were reduced as the Company prepared for its 2020 work program.

Direct exploration costs increased by approximately $378,000 in Q4 2020 compared to Q4 2019. The increase primarily relates to an approximate $405,000 increase in drilling and field related expenditures in Colombia as the Company restarted fieldwork relating to the PFS studies required to secure the necessary Colombian mining approvals at the Alacran Deposit. In the comparative period, Q4 2019, fieldwork was limited to technical consulting costs, as there was less fieldwork performed while the Company prepared for its 2020 work program. This increase in Colombia was partially offset by an approximate $25,000 decrease at Perseverance.

Indirect exploration costs increased by approximately $244,000 in Q4 2020 compared to Q4 2019. The increase relates to an increase of approximately $193,000 in Colombia and an increase of approximately $50,000 in the United States. At San Matias, the increase in Q4 2020 related to the restart of fieldwork relating to the PFS. The restart of work resulted in an increase of technical staff and consultants to support the studies, resulting in further increased costs to ensure the camp is secure and safe. Additionally, the Company incurred additional environmental monitoring and social related costs, which were higher than the comparative quarter due to differences in the level and types of activity.

Site general and administration costs remained consistent in Q4 2020 as compared to Q4 2019. While the total costs remained consistent between the two periods, the net movement in Q4 2020 compared to Q4 2019 included an increase to salaries and benefits of administrative staff as headcount was increased to support the restart of fieldwork related to the PFS, which was partially offset by a decrease in travel expenses as significant restrictions were still in place due to COVID-19.

The Company did not incur any E&E acquisition costs in Q4 2020; whereas approximately $678,000 was incurred in Q4 2019.

Corporate administration

Corporate administration expenditures in Q4 2020 increased approximately $118,000 compared to Q4 2019. The increase was largely related to an increase in share based payments expense during the quarter, offset by a decrease in salaries and benefits, as all other expenses remained relatively constant. The increase of $138,000 in share-based payments (share-based payments are calculated based on the fair value of the underlying options at date of grant and are amortized over the vesting patterns for each option) is typically not consistent from period to period due to amortization being recognized based on the vesting patterns of each option, and the significant increase was attributed to the grant of stock options in Q4 2020, which did not occur in the comparative period. As a result of COVID-19 restrictions, travel expenses were $Nil, while slight increases were incurred relating to investor relations and professional fees in Q4 2020 compared to Q4 2019.

Amortization

In Q4 2020, the Company recorded $78,000 in amortization expense, which was a decrease of approximately $79,000 compared to Q4 2019. This decrease is primarily attributable to the right-of-use ("ROU") assets recognized during the year ended December 31, 2019. The Company entered into several new lease contracts and the Company recognized these as additions to its ROU assets. The ROU assets were amortized in accordance with the term of the lease, some of which expired prior to Q4 2020, resulting in a decrease of amortization expense in Q4 2020 compared to Q4 2019.

Interest expense

In Q4 2020, the Company recorded approximately $5,000 in interest expense compared to $84,000 in Q4 2019. Interest expense in Q4 2020 relates primarily to leases recorded under IFRS 16, while Q4 2019 includes interest on leases, as well as interest accrued on the Promissory Note that was outstanding during the three months ended December 31, 2019.

Year-To-Date Results – Year ended December 31, 2020 ("YTD 2020") compared to the year ended December 31, 2019 ("YTD 2019")

Exploration and evaluation expenditures

E&E expenditures in YTD 2020 increased approximately $17.05 million compared to YTD 2019. The significant increase primarily relates to the Company expensing approximately $17.76 million in E&E acquisition costs related to the fifth and final option payment to acquire the Alacran Deposit. The Company's accounting policy is to expense E&E acquisition costs and as a result, the costs associated with acquiring the Alacran Deposit are recorded as E&E expenditures. In YTD 2019, the Company completed the fourth option payment on the Alacran Deposit and incurred approximately $2.09 million in E&E acquisition costs related to acquiring the Alacran Deposit. E&E activity in YTD 2020 increased compared to YTD 2019, despite the COVID-19 related restrictions that were put in place in late March 2020. This was largely due to the significant increase of expenditure in Colombia prior to the COVID-19 related restrictions being put in place, as the Company had commenced studies required to secure the necessary Colombian mining approvals in January 2020. The restrictions were then relaxed in the fourth quarter of 2020, and the Company was able to recommence fieldwork, which resulted in an overall increase in work performed compared to YTD 2019. The increase in Colombia was offset by an approximate $128,000 decrease at Perseverance as the cost of YTD 2020 activity, which included the commencement of a magneto-telluric geophysical survey prior to the COVID-19 related restrictions and certain E&E acquisition, was relatively consistent with YTD 2019 costs which were comprised mostly of expenditures associated with its diamond drilling program.

Direct exploration costs increased by approximately $285,000 in YTD 2020 compared to YTD 2019. The increase primarily relates to an approximate $441,000 increase in Colombia as the Company began studies required to secure the necessary Colombian mining approvals at the Alacran Deposit in January 2020, prior to the COVID-19 related restrictions being put in place which resulted in a suspension of operations. The restrictions were then relaxed in the fourth quarter of 2020, and the Company was able to recommence fieldwork, which included additional drilling and fieldwork. The work performed included conducting geotechnical test-pits, completing condemnation, hydrological and geotechnical drilling, and desktop engineering optimization studies, all of which were not incurred in the comparative period in 2019. Even with COVID-19 related restrictions in place for part of the year, certain studies continued at desktop levels by employees and contractors from their homes, which, overall, also contributed to the increase in YTD 2020 as similar activities were not performed in YTD 2019. The increase in direct exploration costs was offset by an approximate $156,000 decrease at Perseverance, due to the higher expenditures incurred during the diamond drilling program at Perseverance in YTD 2019, compared to the MT geophysical survey in YTD 2020.

Indirect exploration costs increased by approximately $990,000 in YTD 2020 compared to YTD 2019. The increase relates to increases of approximately $917,000 and $73,000 in Colombia and the United States, respectively. At San Matias, the significant increase in YTD 2020 related to fieldwork and desktop work associated with the PFS, which increased the amount of staff and consultants at site, resulting in significant increases to all camp-related costs during the course of the year. Cordoba also incurred significant increases in YTD 2020 due to expenditures on environmental evaluation, social costs, canon payments and security. Environmental evaluation work consisted of the establishment of weather and air quality stations, site selection and preparation for acid rock drainage testing, and the starting of baseline assessments. In comparison, YTD 2019 was relatively quiet as the Company had not started any significant work programs. Costs incurred were therefore much lower when compared to YTD 2020.

Site general and administration costs increased by approximately $128,000 in YTD 2020 as compared to YTD 2019. This increase related to Colombia, and was primarily attributed to the increased G&A requirements to support the fieldwork related to the PFS. This included increases in head count of administration staff required to support the PFS fieldwork, and increased professional fees, offset by decreases in travel expenses due to COVID-19 related restrictions.

E&E acquisition costs in YTD 2020 increased approximately $15.67 million compared to YTD 2019. The significant increase largely relates to the acquisition of the Alacran Deposit in YTD 2020. The Company's accounting policy is to expense E&E acquisition costs and as a result, the Company expensed approximately $17.76 million as E&E acquisition costs related to the fifth and final payment of the Option Agreement to acquire the Alacran Deposit in YTD 2020. In YTD 2019, the Company completed the fourth option payment and incurred total E&E acquisition costs of approximately $2.09 million.

Corporate administration

Corporate administration expenditures in YTD 2020 increased approximately $96,000 compared to YTD 2019. The net increase was attributable to increases in director fees, professional fees and insurance, offset by an overall decrease of approximately $145,000 in salaries and benefits. Share-based payments remained consistent (share-based payments are calculated based on the fair value of the underlying options at date of grant and are amortized over the vesting patterns for each option) which is not typical from period to period due to amortization being recognized based on the vesting patterns of each option. Although the options granted in YTD 2020 exceeded the options granted in YTD 2019, the share based payments expense is comparable as the options granted in 2021 were granted in December 2020 and therefore only one month of amortization was recorded.

Amortization

In YTD 2020, the Company recorded $343,000 in amortization expense, which was a decrease of approximately $14,000 compared to YTD 2019. This decrease is primarily attributable to the ROU assets recognized during the year ended December 31, 2019. The Company entered into several new lease contracts and the Company recognized these as additions to its ROU assets. The ROU assets were amortized in accordance with the terms of the lease, some of which expired prior to and during YTD 2020, resulting in a decrease of amortization expense in YTD 2020 compared to YTD 2019.

Interest expense

In YTD 2020, the Company recorded approximately $85,000 in interest expense compared to $218,000 in YTD 2019. Interest expense in YTD 2020 relates primarily to leases recorded under IFRS 16, while YTD 2019 includes interest on leases, as well as interest accrued on the Promissory Note that was outstanding during the year ended December 31, 2019.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2020, the Company had cash and cash equivalents of approximately $5.48 million (December 31, 2019 - $247,000) to apply against short-term business requirements and current liabilities of $1.19 million (December 31, 2019 - $22.07 million).

The primary uses of cash during the year ended December 31, 2020 were for funding operating activities of $27.43 million (December 31, 2019 - $8.89 million) which included cash outflows of approximately $17.76 million to secure a 100% interest in the Alacran Deposit.

In January 2020, upon successful closing of the JCHX strategic equity investment totaling approximately $11.0 million, the Company fully repaid the US$2.77 million ($3.62 million) in principal and accrued interest owing to HPX.

In June 2020, upon closing of the Rights Offering, the Company received gross proceeds of $21.5 million from the Rights Offering. The Company used a portion of the proceeds to pay the fifth and final option payment of US$13 million to the OMNI Parties to secure a 100% interest in the Alacran Deposit.

On December 23 2020, the Company closed the first tranche of its non-brokered private placement for gross proceeds of $4.62 million. The net proceeds are being used to advance fieldwork supporting the completion of the PFS at the Company's Alacran Deposit and for general corporate purposes.

At December 31, 2020, the Company believed that it had adequate resources to maintain its minimum near-term obligations, including general corporate activities, based on its cash position, and the ability to pursue additional sources of financing, including equity placements.

The Company currently has no source of operating cash flow, and has no assurance that additional funding will be available to it for additional exploration and development programs at its properties, or to enable the Company to fulfill its obligations under any applicable agreements. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional sources of financing to successfully explore and evaluate its mineral properties and, ultimately, to achieve profitable operations. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration of the Company's properties and the possible loss of title to such properties. Significant reliance is placed on HPX, the Company's controlling shareholder, for providing ongoing financing to the Company. Failure of HPX to provide or participate in financing, or the inability of HPX to provide or participate in financing, would likely result in difficulty for Cordoba to attract separate third-party investment. In addition, the spread of COVID-19 globally has caused and continues to cause considerable disruptions to the world economy, including financial markets and commodity prices and could adversely impact the Company's ability to carry out plans to obtain additional financing. The ability to raise additional financing for future activities may be impaired, or such financing may not be available on favourable terms, due to conditions beyond the Company's control, such as uncertainty in the capital markets, depressed commodity prices or country risk factors. As such, there is material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

During the year ended December 31, 2020, the Company was not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, capital expenditures, liquidity or capital resources of the Company.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT
(Tabular amounts are expressed in thousands of Canadian dollars)

The Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout the Company's consolidated financial statements and this MD&A.

The Company is exposed to the following financial risks: credit risk, liquidity risk, interest rate risk and currency risk.

The Board of Directors has overall responsibility for the determination of the Company’s risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company’s management.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company’s competitiveness and flexibility.

The Company’s risk exposure and the impact on the Company’s financial instruments are summarized below:

Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk with respect to its cash and cash equivalents, receivables and deposits, and its maximum exposure to credit risk is the carrying value of these assets at December 31, 2020.

Cash and cash equivalents are deposited with high-quality financial institutions as determined by a primary ratings agency.

Deposits are held by Global Mining Management Corp. (“GMM”), a related company and external third parties and management expects them to meet their obligations.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company’s approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due.

As the Company is an exploration stage company, the ability of the Company to manage its liquidity risk and continue to operate and fund its cash flow requirements is dependent on its ability to continue to obtain funding, including financing through equity placements, debt and joint venture agreements. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and/or development of the Company’s properties and the possible loss of title to such properties. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. At December 31, 2020, the Company had cash and cash equivalents of $5.48 million (December 31, 2019 - $247,000) to apply against third-party short-term business requirements and current liabilities of $1.19 million (December 31, 2019 - $22.07 million). The Company’s financial liabilities have contractual maturities of less than 45 days and are subject to normal trade terms.

The Company believes that based on a combination of its cash position, and the ability to pursue additional sources of financing, including equity placements, it has adequate resources as at December 31, 2020, to maintain its minimum obligations, including general corporate activities, through to December 31, 2021.

Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its bank deposits, which is insignificant due to their short-term nature.

The Company has not entered into any derivative instruments to manage interest rate fluctuations. However, management monitors interest rate exposure closely.

Currency Risk

The Company reports its financial results in Canadian dollars but also undertakes transactions in various foreign currencies, such as the US dollar and Colombian peso. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to fluctuations in foreign currencies through its operations in Colombia and the United States. The Company monitors its foreign exchange exposure, but has not entered into any financial instruments to hedge currency risk.

As at December 31, 2020, the Company is exposed to currency risk through the following financial assets and liabilities denominated in currencies other than the Canadian dollar:

	December 31, 2020		December 31, 2019	
	US Dollars	**Colombian Pesos**	US Dollars	Colombian Pesos
Cash and cash equivalents	**$ 2,186**	**$ 39**	$ 130	$ 76
Other receivables	**-**	**11**	-	17
Accounts payable and accrued liabilities	**(31)**	**(699)**	(28)	(327)
Due to related parties	**(9)**	**-**	(3,452)	-
Other liability	**-**	**-**	(17,548)	-
Current and non-current lease obligation	**(29)**	**(124)**	(35)	(370)
	$ 2,117	**$ (773)**	$ (20,933)	$ (604)

Based on the above net exposures at December 31, 2020, a 10% depreciation or appreciation of the above currencies against the Canadian dollar would result in an increase or decrease of approximately $134,000 (December 31, 2019 - $2.15 million) in the Company's net loss and comprehensive loss for the year.

Determination of Fair Value

Financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value on a recurring basis, whether changes in fair value are recognized at fair value through profit or loss or fair value through other comprehensive income ("FVTOCI").

The carrying amounts for cash and cash equivalents, other receivables, deposits, accounts payable and accrued liabilities, due to related parties and other liability approximate fair values due to their short-term nature.

The Company's financial assets and financial liabilities are classified as follows:

		December 31, 2020		December 31, 2019
Financial assets				
Financial assets measured at amortized cost				
Cash and cash equivalents	**$**	**5,477**	$	247
Other receivables		**11**		19
Deposits		**786**		196
Financial assets measured at FVTOCI				
Investments		**971**		186
Total financial assets	**$**	**7,245**	$	648
Financial liabilities measured at amortized cost				
Accounts payable and accrued liabilities	**$**	**972**	$	676
Due to related parties		**90**		3,567
Lease liability		**153**		414
Other liability		**-**		17,548
Total financial liabilities	**$**	**1,215**	$	22,205

Fair Value Hierarchy

Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Investments in traded equity securities are valued using level one inputs.

CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to advance its mineral properties. The Company defines its capital as all components of equity and short-term debt. The Company manages its capital structure and makes adjustments to it to effectively support the acquisition and exploration of mineral properties. The properties in which the Company currently has interests are in the exploration stage; as such, the Company is dependent on external financing to fund its activities.

The Company will seek to raise additional amounts as needed by way of equity financing or debt to carry out its planned corporate development, general administrative costs and exploration and development programs. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's investment policy is to hold cash in interest-bearing bank accounts or highly liquid short-term interest-bearing investments with maturities of one year or less and which can be liquidated at any time without penalties. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products. There have been no changes to the Company's approach to capital management during the year ended December 31, 2020.

RELATED PARTY TRANSACTIONS

(Tabular amounts are expressed in thousands of Canadian dollars)

The Company had transactions during the year ended December 31, 2020 and 2019 with related parties consisting of directors, officers, HPX, JCHX, GMM, the OMNI Parties, Computational Geosciences Inc. ("CGI") and Vagon Capital S.A.S. These related party transactions, which are described below and in the 'Corporate Activities' section, are in the normal course of operations and are measured at the exchange amount of the services rendered.

Expenses

During the year ended December 31, 2020, the Company incurred approximately $93,000 (December 31, 2019 - $82,000) in E&E expenditures and corporate administration expenditures with HPX. The costs incurred consist of technical and managerial services provided for the Company's exploration projects, as well as corporate travel expenditures. Additionally, during the year ended December 31, 2020, the Company charged HPX approximately $78,000 (December 31, 2019 - $89,000), relating to E&E salaries and expenses.

During the year ended December 31, 2020, the Company incurred approximately $948,000 (December 31, 2019 - $868,000) in E&E and corporate administration expenditures with GMM, a private company based in Vancouver. Cordoba held 7.7% of GMM's common shares at December 31, 2020. The costs incurred consist of administrative, technical and managerial services provided to the Company on a pro-rata cost sharing basis under the provisions of the "Shareholders' Corporate Management and Cost Sharing Agreement" between the Company and GMM. The investment in GMM is held at $Nil on the consolidated statements of financial position.

During the year ended December 31, 2020, the Company incurred approximately $77,000 (December 31, 2019 - $Nil) in directors fees.

During the year ended December 31, 2020, the Company incurred approximately $50,000 (December 31, 2019 - $Nil) in technical E&E expenditures provided by CGI, a private company based in Vancouver, Canada, which is also a member of the same HPX group.

During the year ended December 31, 2020, the Company incurred approximately $191,000 (December 31, 2019 - $Nil) in professional consulting services from Vagon Capital SAS, a company that is controlled by a close family member of one of the Company's non-independent directors.

During the year ended December 31, 2020, the Company incurred approximately $17.73 million (December 31, 2019 - $1.38 million) in E&E acquisition costs related to the OMNI Parties, which is also a member of the same HPX group.

Deposits

At December 31, 2020, the Company had a deposit of $80,000 (December 31, 2019 - $80,000) held by GMM. This deposit is recorded in prepaid expenses and deposits.

Amounts due from / to related parties

		December 31, 2020		December 31, 2019
Due from related parties				
Due from HPX		**24**		-
Total due from related parties	**$**	**24**	$	-
Due to related parties				
Due to GMM	**$**	**72**	$	135
Due to directors of the Company		**18**		-
Due to HPX		**-**		102
HPX short-term loan		**-**		3,331
Total due to related parties	**$**	**90**	$	3,568

The payables and accrued liabilities owing to GMM and HPX are unsecured, non-interest-bearing and payable on demand.

On June 30, 2020, the Company completed the acquisition of the 100% interest in the Alacran Deposit and the OMNI Liability was settled through cash payments of US$7.5 million ($10.18 million), and a deferral agreement with HPX, one of the shareholders of the OMNI Parties, for their US$5.5 million ($7.54 million) portion of the final payment. The remaining balance of US$5.5 million ($7.54 million) was settled through cash payments in the year ended December 31, 2020. At December 31, 2020, the other liability includes $Nil (December 31, 2019 - $16.90 million) payable to the OMNI Parties.

On September 25, 2019 the Company arranged short-term loan financing from HPX under the terms of an Unsecured Promissory Note Agreement, which has been provided in the form of a grid promissory note. The Promissory Note had a maturity date of December 31, 2019, and an interest rate of 10% per annum, with interest accruing daily and all interest compounding only at maturity. The interest rate increased to 12% per annum as the Company did not repay the amount owing upon the maturity date. In January 2020, the Company completed a final draw-down on the Promissory Note of approximately US$192,000 ($251,000). Upon closing of the Private Placement with JCHX in January 2020, the Company repaid the total amount owing on the Promissory Note, which consisted of principal and interest of approximately US$2.77 million ($3.62 million). Aggregate interest expense on the Promissory Note of approximately $23,000 was recorded in the statements of loss and comprehensive loss for the year ended December 31, 2020 (December 31, 2019 - $52,000). Interest expense of approximately $81,000 was recorded for the year ended December 31, 2019 in relation to the short-term loan financing arranged in June 2019, and subsequently converted to equity in September 2019.

Leases

In December 2018, the former CEO of the Company financed a vehicle on behalf of the Company for operations at the Perseverance Project. The Company is leasing this vehicle from the former CEO. At December 31, 2020, the lease liability for the vehicle was approximately $29,000 (December 31, 2019 - $35,000) with a remaining lease term of 47 months and an interest rate of 11.29%.

Key Management Compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers.

	Year ended December 31,			
		2020		2019
Salaries and benefits	**$**	**647**	$	713
Share-based payments *(i)*		**271**		195
Total key management compensation	**$**	**918**	$	908

(i) Share-based payments represent the fair value of deferred share units, restricted share units and share purchase options at the date of the grant that is expensed during the year. The fair value of the stock options granted during the reporting period was determined using the Black-Scholes option pricing model.

SHARE POSITION AND OUTSTANDING WARRANTS AND OPTIONS

The Company is authorized to issue an unlimited number of common shares without par value.

At March 16, 2021, the Company had the following issued and outstanding:

- 56,879,121 common shares.
- 83,995,837 share purchase warrants which are exercisable to purchase a total of 5,367,254 common shares of the Company, at prices ranging from $1.275 to $1.955.
- 1,443,385 stock options with a weighted average exercise price of $2.77. Each stock option is exercisable to purchase one common share of the Company at prices ranging from $1.11 to $14.45.
- 363,231 restricted share units.
- 202,231 deferred share units.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

For the disclosure required under Section 5.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, please see "Exploration Update", "Selected Quarterly Information" and "Exploration and Evaluation Expenditures".

OTHER DATA

Additional information related to the Company is available for viewing under the Company's profile at www.sedar.com.

ADOPTION OF NEW AND AMENDED IFRS PRONOUNCEMENTS

The Company has adopted the following amendments to IFRS:

Amendments to IFRS 3, *Business Combinations* (effective January 1, 2020) assist in determining whether a transaction should be accounted for as a business combination or an asset acquisition. The definition of a business has been amended to include an input and a substantive process that together significantly contribute to the ability to create goods and services provided to customers, generating investment and other income, and to exclude returns in the form of lower costs and other economic benefits. The amendment includes an added test that makes it easier to conclude that a company has acquired a group of assets, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or group of similar assets. These amendments did not impact the Company's consolidated financial statements or disclosures at the time of adoption.

Amendments to IAS 1, *Presentation of Financial Statements* and IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors* (effective January 1, 2020) were made to refine the definition of material in IAS 1 and align the definitions used across IFRS Standards and other publications. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition and the threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'. These amendments did not impact the Company's consolidated financial statements or disclosures at the time of adoption.

Amendments to IFRS 16, *Leases* (effective for annual reporting periods beginning on or after June 1, 2020) allows lessees not to account for rent concessions as lease modifications if they arise as a direct consequence of COVID-19. The Company has elected to early adopt this amendment with retrospective application to April 1, 2020. Lessees applying the practical expedient will be required to disclose whether it has been applied to all eligible contracts, or, if not, information about the nature of the contracts to which the practical expedient has been applied. Furthermore, the lessees will be required to apply the practical expedient retrospectively, recognizing the cumulative effect of applying the amendment as an adjustment to the opening retained earnings (or other component of equity, as appropriate) at the beginning of the annual reporting period in which the lessee first applies the amendment. Management has applied the practical expedient to all rent concessions that meet the conditions. The Company has leases where payments have been forgiven as a result of COVID-19. This has resulted in an approximate $26,000 impact in the statement of loss and comprehensive loss and has reduced cash outflows for the year ended December 31, 2020.

ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS ISSUED BUT NOT YET APPLIED

The Company has not applied the following amendments to standards that have been issued but are not yet effective:

Amendments to IAS 37, *Provisions, Contingent Liabilities and Contingent Assets* (effective January 1, 2022) clarify that the 'costs of fulfilling a contract' when assessing whether a contract is onerous comprise both the incremental costs and an allocation of other costs that relate directly to fulfilling the contract. The amendments apply to contracts existing at the date when the amendments are first applied. Management is currently assessing the impact of this amendment.

Amendments to IAS 1, *Presentation of Financial Statements* (effective January 1, 2023) clarifies the presentation of liabilities in the statement of financial position. The classification of liabilities as current or noncurrent is based on contractual rights that are in existence at the end of the reporting period and is unaffected by expectations about whether an entity will exercise its right to defer settlement. A liability not due over the next twelve months is classified as non-current even if management intends or expects to settle the liability within twelve months. The amendment also introduces a definition of 'settlement' to make clear that settlement refers to the transfer of cash, equity instruments, other assets, or services to the counterparty. Management is currently assessing the impact of this amendment.

RISKS AND UNCERTAINTIES

The Company is engaged in mineral exploration and development activities which, by nature, are speculative. Due to the high-risk nature of the Company's business and the present stage of the Company's various projects, an investment in the Company's common shares should be considered a highly speculative investment that involves significant financial risks, and prospective investors should carefully consider all of the information disclosed in this MD&A and the Company's other public disclosures, including the risks described below, prior to making any investment in the Company's common shares.

The risks below do not necessarily comprise all of the risks faced by the Company. Additional risks not currently known to the Company, or that the Company currently considers immaterial, may also adversely affect the Company's business, result of operations, financial results, prospects and price of common shares.

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, the Company's properties do not have a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing; and obtaining permits for drilling and other exploration activities.

Title to Mineral Property Risks

The Company does not maintain insurance against title. Title on mineral properties and mining rights involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of many mining properties. The Company has submitted concession applications to the Colombian authorities and the timing of granting of such concessions is at the discretion of the Ministry of Mines and Energy. There is ongoing risk that such governmental processes will not be completed on a timely basis. The Company has diligently investigated and continues to diligently investigate and validate title to its mineral claims; however, this should not be construed as a guarantee of title. The Company cannot give any assurance that title to properties it acquired will not be challenged or impugned and cannot guarantee that the Company will have or acquire valid title to these mineral properties.

Reliability of Mineral Resource Estimates

There is no certainty that the Mineral Resources attributable to San Matias or to the Company will be realized. There is a degree of uncertainty in the estimation of Mineral Resources. Until Mineral Resources are actually mined and processed, the quantity of Mineral Resources and related grades must be considered as estimates only.

Estimation of Mineral Resources is a subjective process that relies on the judgement of the persons preparing the estimates. The process relies on, among other things, the quantity and quality of available data and is based on knowledge, mining experience, analysis of drilling results and industry practice. Valid estimates made at a given time may change significantly in the future when new information becomes available. By their nature, Mineral Resource estimates are imprecise and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. Inferred Mineral Resources, in particular, have a degree of uncertainty as there is a limited ability to assess geological continuity. There is a risk that any estimate of Inferred Mineral Resources will not be capable of upgrading to Mineral Resources with sufficient continuity to allow them to be used in connection with the estimation of Mineral Reserves. In addition, estimates of Mineral Resources may have to be recalculated based on fluctuations in copper and gold or other metal prices, results of drilling, metallurgical testing and production, including dilution, and the evaluation of mine plans subsequent to the date of any estimates. Any material change in the quantity of Mineral Resources or the related grades may affect the economic viability of the projects at which a Mineral Resource has been identified and could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Commodity Price Risk

The Company is exposed to commodity price risk. Declines in the market price of gold, base metals and other minerals may adversely affect the Company's ability to raise capital in order to fund its ongoing operations. Commodity price declines could also reduce the amount the Company would receive on the disposition of its mineral property to a third party.

Financing and Share Price Fluctuation Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Company's projects may be dependent upon the Company's ability to obtain financing through equity or debt financing or other means. Failure to obtain this financing could result in delay or indefinite postponement of further exploration and development of its projects which could result in the loss of its property.

Securities markets have at times in the past experienced a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues.

HPX and JCHX Exercise Significant Control over the Company

HPX and JCHX between them hold approximately 77% of the issued and outstanding Common Shares. Each of HPX and JCHX have certain rights with respect to future financings, positions on the Company's Board and rights with respect to the development of San Matias. As a result, both HPX and JCHX have the ability to significantly influence the outcome of any matter submitted for vote by the Company's shareholders or restrict the Company from certain corporate transactions. In some cases, the interests of HPX or JCHX may not be the same as each other or those of the Company's other shareholders, and conflicts of interest may arise from time to time that may be resolved in a manner that may have an adverse effect on the Company or its minority shareholders. Further, HPX has provided substantial financial support to the Company in recent years and is likely to continue to do so in the future. The transactions involving this financial support are non-arm's length, related party transactions due to the controlling shareholder interest of HPX as well as the fact that HPX and the Company have directors and officers in common. The Company has carefully established protocols to ensure arm's length consideration is given to these transactions and compliance with securities law requirements for related party transactions, including independent director approvals and the establishment of a special committee of independent directors who have been vested with a broad mandate and who have engaged specialized advisors to assist in the consideration of these matters. Nevertheless, non-arm's length transactions carry inherent risks that the Company will act to satisfy the interests of the conflicted party to the detriment of the other shareholders of the Company.

Political, Economic and Currency Risks

Although Colombia has a long-standing tradition respecting the rule of law, which has been bolstered in recent years by the present and former government's policies and programs, no assurances can be given that the Company's plans and operations will not be adversely affected by future developments in Colombia. The Company's property interests and proposed exploration activities in Colombia are subject to political, economic and other uncertainties, including the risk of expropriation, nationalization, renegotiation or nullification of existing contracts, mining licenses and permits or other agreements, changes in laws or taxation policies, currency exchange restrictions, and changing political conditions and international monetary fluctuations. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities such as mines, could have a significant effect on the Company.

The Company's equity financings are sourced in Canadian dollars and the Company incurs expenditures in Canadian dollars, Colombian pesos and US dollars. At this time there are no currency hedges in place. Therefore, a weakening of the Canadian dollar against the Colombian peso or US dollar could have an adverse effect on the Company's operations.

Foreign Operations

Cordoba operates in foreign countries, including the United States and Colombia, where there are added risks and uncertainties. Risks of foreign operations include political unrest, labour disputes and unrest, invalidation of governmental orders and permits, corruption, organized crime, theft, war, civil disturbances and terrorist actions, arbitrary changes in law or policies of particular countries (including nationalization of mines), trade disputes, foreign taxation, price controls, delays in obtaining or renewing or the inability to obtain or renew necessary environmental permits, opposition to mining from environmental or other non-governmental organizations, social perception impacting our social licence to operate, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on mineral exports and increased financing costs. There can be no assurance that changes in the government or laws, or changes in the regulatory environment for mining companies, or for non-domiciled companies, will not be made, that would adversely affect Cordoba's business, financial condition, results of operations and prospects.

Security

Colombia is home to South America's largest and longest running insurgency. While the situation has improved dramatically in recent years, there can be no guarantee that it will not deteriorate in the future. Any increase in kidnapping, gang warfare, homicide and/or terrorist activity in Colombia generally may disrupt supply chains and discourage qualified individuals from being involved with the Company's operations. The Company's operations in the Alacran Deposit area have previously been directly impacted by security concerns. In May 2019, the ANM suspended the Alacran title as a result of public order and security in the area around San Matias, which remained in effect until November 2020. The Company is one of only five (5) companies in the country that has agreements with both the police and military and has a full time presence of both institutions at site to mitigate security risk. There is however, a risk that the security situation deteriorates again, which would impede the Company's ability to advance the project and could pose a threat to the employees and contractors of the Company.

Illegal Miners/Mineral Extraction by Third Parties without Title

Artisanal and illegal miners are present at San Matias. As the Company further explores and advances mining projects towards production, the Company must enter into discussions with illegal miners operating at San Matias. There is a risk that such illegal miners may oppose the Company's operations and this may result in a disruption to the planned development and/or to mining and processing operations; all of which may have an adverse effect on the Company. Illegal miners have extracted precious metals from San Matias. The areas that have been mined by illegal miners are near surface and have not materially affected the Company's

Mineral Resources. Illegal miners that operate at San Matias likely do not meet proper health and safety standards. Accidents may occur and may range from minor to serious, including death. While the Company takes all formal steps to notify the authorities when illegal miners operate in an unsafe manner and in close proximity to the Company's current operations in Colombia, illegal miners may advance within close proximity to the Company's contemplated mine site.

Community Relations and Construction Activities

Maintaining a positive relationship with the communities in which the Company operates is critical to continuing exploration and ultimate development of the Company's assets. Community support for operations is a key component of a successful operating, exploration or development project. There have been recent localized events by some community members intended to disrupt exploration work on the Alacran Deposit, including blockades on the transport of equipment and workers. The Company believes that these issues are in large part rooted in the project's potential impact on the local communities, including disruption to livelihoods from the loss of artisanal mining and disruption to the authority structures that have historically been present in these communities. The Company believes that, but for a small group of individuals who are promoting this opposition, it has broad support for the project, both among the general community and among all levels of government. The Company and Colombian government authorities have been working to de-escalate the opposition to the project by engaging with these individuals to hear their concerns, in addition to enforcing legal rights to ensure continued exploration activities. Nevertheless, this opposition has slowed the progress of exploration work on the Alacran Deposit and if it continues is likely to further impede ongoing work. There is also a risk that the opposition expands beyond that which has been experienced to date, as efforts to contain the opposition may create increased tension among community members. If increased opposition occurs, for these reasons or otherwise, there is a risk that the Company will be unable to continue effective exploration and development operations for a sustained period of time, which could have a material adverse effect on the Company and its business prospects. Opposition to the project may also have a negative impact on the Company's reputation and its ability to receive necessary mining rights or permits. Opposition may also require the Company to modify its exploration, development or operational plans or enter into agreements with local stakeholders or governments with respect to its projects, in some cases causing considerable project delays. Any of these outcomes may have an adverse effect on the Company.

Regulatory Risks

The mining industry in Colombia and the United States is subject to extensive controls and regulations imposed by various levels of government. All current legislation is a matter of public record and the Company will be unable to predict what additional legislation or amendments may be enacted. Amendments to current laws, regulations and permits governing operations and activities of mining companies, including environmental laws and regulations which are evolving in Colombia and the United States, or more stringent implementation thereof, could cause increases in expenditures and costs, and could affect the Company's ability to expand existing operations or require the Company to abandon or delay the development of its properties.

Insured and Uninsured Risks

In the course of exploration, development and production of mineral properties, the Company is subject to a number of hazards and risks in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in damage to the Company's properties or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and could cause a decline in the value of the securities of the Company.

Environmental Risks

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present. Social risks are significant in Colombia.

Competition

The Company competes with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified employees.

Joint Venture Risks

The Company is a party to the Joint Venture Agreement with Bell Copper Corporation. The existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on the Company's profitability or the viability of the Company's interests held through the Joint Venture Agreement, which could have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition:

- Disagreements with partners on how to develop and operate mines efficiently.
- Inability to exert influence over certain strategic decisions made in respect of properties.
- Inability of partners to meet their obligations to the joint venture, joint operation or third parties.
- Litigation between partners regarding joint venture or joint operation matters.

Climatic conditions or changes in climate over time can affect exploration, development and future mining activities.

The potential physical impacts of climate change on the Company's exploration projects is highly uncertain and are particular to the geographic circumstances. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. Exploration programs in Colombia and the United States require water and a lack of necessary water could disrupt exploration programs and adversely impact future development and mining activities. Climate change is an international concern and as a result poses the risk of changes in government policy including introducing climate change legislation and treaties at all levels of government that could result in increased costs. The trend towards more stringent regulations and carbon-pricing mechanisms aimed at reducing the effects of climate change could impact the Company's decision to pursue future opportunities, or maintain our existing exploration programs, which could have an adverse effect on our business.

Litigation

From time to time, the Company may be involved in various claims, legal proceedings and complaints, including the criminal law suit filed by Cordoba in late 2018 and in January 2019 with the Colombian prosecutors against nine members of former Colombian management alleging breach of fiduciary obligations, abuse of trust, theft and fraud. The Company (along with the National Mining Agency, Ministry of Mines and Energy, the local environmental authority, the Municipality of Puerto Libertador and the State of Cordoba) were recently served with a class action claim by individuals purporting to represent the Alacran Community, seeking an injunction against (i) the Company´s operations; and (ii) the declaration by the authorities of the Alacran Community´s illegal mining activities. The Company views the chance of success of this claim as very low given that the basis of the claim is that the Company does not own the mineral title III-08021. On March 5, 2021, the court rejected the class action claim, however it has now been passed to another court to determine whether or not it will accept the claim. Due to a backlog of cases, it is expected to take some time to reach a decision.

All industries, including the mining industry, may be made subject to legal claims and proceedings, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. The Company may also in the future become the subject of a legal claim or proceeding at any time, and without advance notice of the commencement of the proceeding. To the extent the Company becomes subject to any such claim or proceeding, it may materially impact management's time and the Company's financial resources to defend, even if it is without merit. As well, due to the inherent uncertainty of the litigation process, the resolution of any particular legal claim or proceeding could have a material adverse effect on the Company's business, results of operations, financial condition (including its cash position) and prospects.

Limited Operating History

The Company has no history of generating profits. The Company expects to continue to incur losses unless and until such time as it develops its properties and commences mining operations. The development of the properties will require the commitment of substantial financial resources. The amount and timing of expenditures will depend on a number of factors, some of which are beyond the Company's control, including the progress of ongoing exploration, studies and development, the results of consultant analysis and recommendations, the rate at which operating losses are incurred and the execution of any further joint venture agreements with strategic parties, if any. There can be no assurance that the Company will generate operating revenues or profits in the future.

Conflicts of Interest

Certain directors and officers of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of natural resource exploration, development and production. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict is required under the *Business Corporations Act* (British Columbia) to disclose their interest.

Impact of Pandemics

All of Cordoba's operations are subject to the risk of emerging infectious diseases or the threat of viruses or other contagions or pandemic diseases, including COVID-19. Any outbreak or threat of an outbreak of a virus or other contagions or pandemic disease could have a material adverse effect on the Company's business, results of operations and financial condition as well as the operations of the Company's suppliers, contractors, service providers and host communities. The significant ongoing global uncertainty surrounding COVID-19 could also have a negative impact on the Company's ability to obtain financing. A material spread of COVID-19 or other infectious disease could impact the timing and ability of the Company to proceed with planned exploration and development programs. An outbreak could cause governmental agencies to close, or slow down for prolonged periods of time causing delays in regulatory permitting processes. Governments may introduce new or modify existing laws, regulations, orders or other measures that could impede the Company's ability to manage the Company's operations. The extent to which COVID-19 continues to affect operations will depend on future events which are highly uncertain and cannot be predicted, including the geographic spread, duration of the pandemic, actions taken by government authorities in response to the pandemic, the impacts on global and regional markets and their effect on the Company's suppliers and service providers.