



Cordoba Minerals Announces Rights Offering and Standby Commitment by HPX

Proceeds Will Allow Cordoba to Meet Final Option Payment and Vest a 100% Interest in the Alacran Copper-Gold Project

VANCOUVER, BRITISH COLUMBIA, May 15, 2020: Cordoba Minerals Corp. (TSXV:CDB; OTCQB:CDBMF) ("Cordoba" or the "Company") today announced that it will conduct an offering (the "Rights Offering") of rights to acquire common shares of the Company ("Common Shares") to raise gross proceeds of C\$21,500,000.

Pursuant to the rights offering circular (the "Rights Offering Circular") and the notice of rights offering (the "Notice of Rights Offering"), each eligible registered shareholder of the Company residing in Canada and holding Common Shares as at the close of business on June 1, 2020 (the "Record Date") will receive 0.93171762634 of one right for every one Common Share held. All fractional rights will be rounded down to the nearest whole number of rights (each whole right, a "Right"). Each Right will entitle the holder to subscribe for one Common Share at a subscription price of C\$0.05 per Common Share (the "Basic Subscription Privilege"). Shareholders who fully exercise their Rights under the Basic Subscription Privilege will also be entitled to subscribe for additional Common Shares, on a *pro rata* basis, if available as a result of unexercised Rights prior to the Expiry Time (the "Additional Subscription Privilege"), subject to certain limitations as set out in the Company's Rights Offering Circular.

The Rights will be listed and posted for trading on the TSX Venture Exchange under the symbol "CDB.RT" on a "when issued" basis commencing on May 29, 2020 and will expire at 5:00 p.m. (Vancouver time) (the "Expiry Time") on June 25, 2020, after which time unexercised Rights will be void and of no value.

The Company currently has 461,513,218 Common Shares issued and outstanding. If all Rights issued under the Rights Offering are validly exercised, an additional 430,000,000 Common Shares would be issued.

The Company intends to use the net proceeds of the Rights Offering to complete the final remaining payment of US\$13,000,000 due no later than June 30, 2020 to the OMNI Parties and will vest a 100% interest in the Alacran mineral title. Remaining proceeds will be used to cover general working capital expenses until the Alacran Pre-Feasibility Study can be re-started following lifting of restrictions from the Government-mandated COVID-19 lockdown in Colombia. Cordoba estimates that it will have sufficient funding for these purposes until Q4 2020.

A Notice of Rights Offering and a rights certificate will be mailed to each registered shareholder of the Company resident in Canada as at the Record Date. Registered shareholders who wish to exercise their rights must forward the completed rights certificate, together with the applicable funds, to the rights agent, Computershare Investor Services Inc., on or before the Expiry Time.

Shareholders who own their Common Shares through an intermediary, such as a bank, trust company, securities dealer or broker, will receive materials and instructions from their intermediary.

The Rights Offering will be conducted in all provinces and territories of Canada. However, certain holders of Common Shares in jurisdictions outside of Canada may be able to participate in the Rights Offering where they can establish that the transaction is exempt under applicable legislation. If you are a holder of Common Shares and reside outside of Canada, please review the Notice of Rights Offering, Rights Offering Circular and Notice to Ineligible Shareholders to determine your eligibility and the process and timing requirements to receive and, or, exercise your Rights. The Company requests any ineligible shareholder interested in exercising their Rights to contact the Company at their earliest convenience. A copy of the Notice of Rights Offering, the Rights Offering Circular and the Notice to Ineligible Shareholders are available under the Company's profile on SEDAR at www.sedar.com.

Neither the Rights being offered or the Common Shares issuable upon exercise of the Rights have been or will be registered under the *United States Securities Act of 1933*, as amended, and may not be exercised, offered or sold, as applicable, in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities of the Company. There shall be no offer or sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification of such securities under the laws of any such jurisdiction.

Standby Commitment

In connection with the Rights Offering, the Company has entered into a standby commitment agreement (the "Standby Commitment Agreement") with High Power Exploration Inc. ("HPX" or the "Standby Purchaser"), the Company's controlling shareholder. The Standby Purchaser has agreed, subject to certain terms and conditions, to exercise its Basic Subscription Privilege in respect of any Rights it holds, 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 the JCHX commitment (the "Standby Commitment"), such that the Company will, subject to the terms of the Standby Commitment Agreement and completion of the Basic Subscription Privilege of JCHX as noted below, be guaranteed to issue 430,000,000 Common Shares in connection with the Rights Offering for aggregate gross proceeds of C\$21,500,000.

In consideration for the Standby Commitment, HPX will receive 5-year warrants to purchase 25% of the Common Shares that HPX has agreed to acquire under the Standby Commitment (not including any Common Shares acquired pursuant to its Basic Subscription Privilege or Additional Subscription Privilege), at an exercise price equal to C\$0.075 per Common Share.

JCHX Mining Management Co., Ltd. ("JCHX"), an insider of the Company who controls 19.99% of the Common Shares, has entered into a commitment agreement with the Company dated May 15, 2020 pursuant to which JCHX has agreed to exercise the Basic Subscription Privilege under its Rights to acquire 85,998,410 Common Shares and maintain its shareholdings in the Company at 19.99% upon completion of the Rights Offering, providing gross proceeds to the Company of approximately C\$4,300,000.

The Standby Purchaser and JCHX are "related parties" of the Company under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101")

because each exercise control and direction over more than 10% of the issued and outstanding Common Shares. The Rights Offering is not subject to the related party rules under MI 61-101 based on a prescribed exception related to rights offerings.

Alacran Pre-Feasibility Study Update

Work continues toward the completion of the Environmental Impact Assessment (“EIA”) and the Mining Technical Work Plan (Programa de Trabajo y Obras or “PTO”), both required to secure the necessary Colombian mining approvals for the Alacran deposit. As announced on January 20, 2020, Cordoba has engaged Nordmin Engineering Ltd. (“Nordmin”) to manage the work required to complete the EIA and PTO. Due to the detailed technical nature of the work required for the EIA and PTO, Nordmin will 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”).

Prior to the COVID-19 lockdown in Colombia, 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.

Despite the early stage of fieldwork, there have been encouraging findings which could add significant value to the project. These include:

- Potential to update the pit design and reduce the waste tonnes removed (i.e., improved stripping ratio) following an initial review of Rock Quality Designation (“RQD”) data which indicates that the western wall of the proposed pit might support a steeper wall angle;
- 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.

Ongoing desk-top studies include: 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.

2020 Annual General and Special Meeting Postponed due to COVID-19 Pandemic

Due to restrictions on public gatherings enacted by both the Federal and Provincial governments in Canada in response to the COVID-19 pandemic and to help protect the health and well-being of its shareholders, employees and other stakeholders, Cordoba has made the decision to postpone its 2020 Annual General and Special Meeting (“AGSM”).

As the COVID-19 situation evolves and advice from government and medical authorities is updated, Cordoba will set the new AGSM date and file a notice of meeting and record date on SEDAR (www.sedar.com).

The Company is relying on BC Instrument 51-516 – *Temporary Exemptions from Certain Requirements to File or Send Securityholder Materials* – published on May 1, 2020, that is

providing public companies with temporary blanket relief from certain filing and delivery requirements related to the sending of materials for annual general meetings.

Once a new AGSM date is determined, Cordoba will provide shareholders with the same disclosure documents they would normally receive ahead of an annual meeting, in accordance with applicable legislation.

About Cordoba

Cordoba Minerals Corp. is a mineral exploration company focused on the exploration, development and acquisition of copper and gold projects. Cordoba is developing the San Matias Copper-Gold-Silver Project, which includes the Alacran Deposit and satellite deposits at Montiel East, Montiel West and Costa Azul, located in the Department of Cordoba, Colombia. Cordoba also holds a 25% interest in the Perseverance Copper Project in Arizona, USA, which it is exploring through a Joint Venture and Earn-In Agreement. For further information, please visit www.cordobaminerals.com.

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Forward-Looking Statements

This news release includes “forward-looking statements” and “forward-looking information” within the meaning of Canadian securities legislation. All statements included in this news release, other than statements of historical fact, are forward-looking statements including, without limitation, statements with respect to the use of proceeds. Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as “anticipate”, “believe”, “plan”, “estimate”, “expect”, “potential”, “target”, “budget” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions and includes the negatives thereof.

Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which the Company operates, are inherently subject to significant operational, economic, and competitive uncertainties, risks and contingencies. These include assumptions regarding, among other things: completion of the Rights Offering; 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; and currency fluctuations. There can be no assurance that forward-looking statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations include actual exploration results, interpretation of metallurgical characteristics of the mineralization, changes in project parameters as plans continue to be refined, future metal prices, availability of capital and financing on acceptable terms, general economic,

market or business conditions, uninsured risks, regulatory changes, delays or inability to receive required approvals, unknown impact related to potential business disruptions stemming from the COVID-19 outbreak, or another infectious illness, and other exploration or other risks detailed herein and from time to time in the filings made by the Company with securities regulators, including those described under the heading "Risks and Uncertainties" in the Company's most recently filed MD&A. The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable law.