



HANDLING OF COMPLAINTS – WHISTLE-BLOWER POLICY AND PROCEDURE

INTRODUCTION

Regulators in Canada have determined that there is a need for whistle-blower protection and defined complaint procedures to be established for employees with respect to reporting financial, accounting and auditing irregularities, including fraud and misconduct, management override and failed corporate governance.

This document outlines the procedure for the confidential, anonymous submission by employees, Officers, Directors of Cordoba Minerals Corp. (the "**Corporation**") and third parties (collectively, "**Reporters**") of complaints or concerns they may have regarding questionable financial, accounting or auditing matters and/or instances of failed corporate governance.

For purposes of this Policy, "complaints and concerns" (together, "**Complaints**") are intended to be broad and comprehensive and include any matter, which in the view of the Reporter, is illegal, unethical, contrary to the policies of the Corporation or in some other manner not right or proper. Examples would include, among other things:

- Criminal offences;
- Violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- Violations of the Corporation's Code of Business Conduct and Ethics or such other of the Corporation's internal corporate policies and controls;
- Breaches of the Corporation's legal obligations (including negligence, breach of contract, breach of administrative law);
- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation;
- Misrepresentation or a false statement made by or to a director, officer or employee of the Corporation respecting a matter contained in the financial records, reports or audit reports;
- Violation of health, safety and environmental protocols;
- The concealment of any of the above, (collectively, the "**Misconduct**").

AUTHORITY

In Canada, under Multilateral Instrument 52-110 pertaining to audit committees, the audit committee must establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the issuer regarding

accounting, internal accounting controls or auditing matters; and

(b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters (collectively, “**Accounting-Related Matters**”).

Therefore, to achieve this goal, the Board of Directors (the “**Board**”) of the Corporation has delegated to its Audit Committee the responsibility for establishing and administering this Handling of Complaints – Whistle-Blower policy (the “**Policy**”).

Matters of failed corporate governance and those issues falling outside Accounting-Related Matters will be reviewed by the Audit Committee and directed to the Chairman of the Board of Directors for further investigation or assignment.

OBJECTIVE

The objective of this Policy is to ensure that mechanisms are put in place to effectively document, address, follow up and respond to Complaints received from Reporters in a timely manner, whether received through the web-based, confidential whistle-blower platform (the “**Whistle-Blower Platform**”), or by internet, mail, telephone or other sources.

The Corporation’s Code of Business Conduct and Ethics directs that employees inform certain members of management of concerns regarding Accounting-Related Matters or failed corporate governance.

The Corporation views the establishment of formal handling and reporting procedures for all Complaints, whether received through the whistle-blower Platform, through management or through other means, as an important enhancement to the Corporation’s internal controls.

SCOPE

This Policy applies to all employees, Officers and Directors of the Corporation and its subsidiaries.

NO ADVERSE CONSEQUENCES

A submission, in good faith, regarding a Complaint may be made by employees of the Corporation in accordance with the procedure provided for hereunder without fear of dismissal, disciplinary action or retaliation of any kind.

The Corporation will not charge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a Complaint or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, in respect of any investigation of a Complaint. No Reporter will be adversely affected because such Reporter refuses to carry out a directive which, in fact, constitutes a Misconduct.

CORRECTIVE ACTION AND COMPLIANCE

As part of the investigation into Complaints made under this Policy, recommendations for corrective action related to:

(a) Accounting-Related Matters will be the ultimate responsibility of the Audit Committee; and

(b) Non-Accounting–Related Matters will be the ultimate responsibility of the Chairman of the Board of Directors.

Approved by the Board of Directors on
August 20, 2019

CORDOBA MINERALS CORP.
PROCEDURE FOR HANDLING OF COMPLAINTS – WHISTLE BLOWER

OBJECTIVE:

To provide a procedure by which the process, mandate and responsibilities around handling complaints, whether through the Whistle-Blower Platform or reported otherwise, be documented and approved.

PROCEDURE:

The Corporation assumes that all reports made are legitimate, real and significant enough to warrant investigation. Any person with a Complaint or concern relating to the Corporation is encouraged to make such Complaint or concern verbally or in writing to his or her direct supervisor, executive management or the appropriate committee of the Board of Directors or in confidence to the Chairman of the Audit Committee:

Cordoba Minerals Corp.
Attention: Audit Committee Chairman
Suite 654-999 Canada Place,
Vancouver, British Columbia, Canada V6C 3E1

A submission should include a detailed description of the activity regarding which there is a Complaint and, if known, should specify the date(s) and location(s) of such activity.

In addition to being able to speak with or write in confidence to the Chairman of the Audit Committee, the Corporation has retained the services of an independent service provider for the submission of both phone and web-based whistle-blower reports (the “**Whistle-Blower Platform**”) on a confidential, no-names basis at:

<https://secure.ethicspoint.com/domain/media/en/gui/48996/report.html>

The members of the Audit Committee and the Corporate Secretary will be alerted promptly of all reports submitted via the Whistle-Blower Platform.

Management shall:

1. report all Complaints, in whatever method received and from whomever initially received, from employees, Officers, Directors and third parties (collectively, the “**Reporter(s)**”) to the Chairman of the Audit Committee in writing within forty-eight (48) hours; and
2. report to the Chairman of the Audit Committee any suspected or known instances of financial, accounting and auditing irregularities, fraud, misconduct, management override or failed corporate governance they become aware of in the course of conducting their duties.

The Audit Committee shall:

1. receive all Complaints from Reporter(s), in whatever method sent and to whomever initially sent;

2. coordinate, monitor and conduct the investigation of Complaints;
3. maintain contact or, assign the Corporate Secretary or other appropriate personnel to maintain contact with the Reporter;
4. promptly inform the Chairman of the Board of Directors of the receipt of a Complaint, subject to the Reporting Protocol below; and
5. direct matters of failed corporate governance and those issues falling outside Accounting-Related Matters to the Chairman of the Board of Directors for further investigation.

The Chairman of the Board of Directors shall:

1. receive all Complaints related to Non-Accounting-Related Matters from the Audit Committee;
2. coordinate, monitor and conduct the investigation of Complaints related to Non-Accounting-Related Matters; and
3. maintain contact or, assign the Corporate Secretary or other appropriate personnel to maintain contact, with the Reporter of Complaints related to Non-Accounting-Related Matters;

Corporate Secretary shall:

1. be responsible for logging Complaints or concerns brought directly by a Reporter or reported through the Whistle-Blower Platform or any alternative method and recording such Complaints in a Whistle-Blower log (template attached);
2. administer the Whistle-Blower Platform;
3. update and secure the Whistle-Blower log; and
4. retain and maintain in confidential electronic and paper files all documentation with respect to an incident including but not limited to e-mail correspondence, notes from telephone calls, interviews, etc.

REPORTING PROTOCOL:

1. The Chairman of the Audit Committee shall report promptly to the most senior Officer not implicated by the Complaint of any Complaints received with respect to fraud, management override, misconduct, accounting, internal controls or auditing matters that involve any or all of the Chairman, Chief Executive Officer, Chief Financial Officer and/or Senior Executives of the Corporation;
2. Any individual involved in the receipt and investigation of a Complaint shall at all times maintain the confidentiality of the process intended by this Policy and shall not discuss or inform any other person about the Complaint or the investigation except as required by law, regulatory body or court of competent jurisdiction, or as specifically authorized by this Protocol or as directed by the Chairman of the Audit Committee or the Chairman of the Board of Directors as the case may be; and
3. The Corporate Secretary shall provide a confidential report to the Audit Committee on a quarterly basis in conjunction with the Audit Committee's meetings. The report will list all Complaints received in the quarter, any unresolved Complaints still outstanding from the previous quarters and the steps taken to investigate and conclude each matter.

DATE RECEIVED	COMPLAINT NO.	NATURE OF COMPLAINT	SOURCE OF REPORT AND REPORTER	CONFI-DENTIALITY	ASSESSMENT OF COMPLAINT	STEPS TAKEN	STATUS AT QUARTER	DATE TO AUDIT COMMITTEE	RESPONSE TO REPORTER