



## Notice and Access Notice to Shareholders

### Annual and Special Meeting of Shareholders to be held on June 28, 2018

Cordoba Minerals Corp. (the “**Company**”) is using the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* to deliver meeting materials to its registered and beneficial shareholders in respect of its annual and special meeting of shareholders to be held on June 28, 2018 (the “**Meeting**”).

Instead of receiving printed copies of the meeting materials, under the Notice-and-Access Provisions, shareholders receive this notice (“**Notice**”) with information on the Meeting date, location and purpose, as well as information on how they may access electronic versions of the management proxy circular (the “**Circular**”), the audited consolidated financial statements of the Company for the year ended December 31, 2017 (the “**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the year ended December 31, 2017 (the “**MD&A**”, and together with the Circular and the Financial Statements, the “**Meeting Materials**”), and how they may vote. Shareholders will also receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting.

#### Meeting Date and Time

Thursday, June 28, 2018 at 12:00 p.m. (Vancouver time)

#### Location

Cheakamus Room, Fairmont Waterfront Hotel  
900 Canada Place Way  
Vancouver, British Columbia

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

1. to set the number of directors at six (6) for the ensuing year;
2. to elect the directors for the ensuing year;
3. to appoint Deloitte LLP as auditors for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider, and, if deemed appropriate, to pass with or without variation an ordinary resolution confirming the existing stock option plan of the Company, as more particularly described in the accompanying management information circular of the Company dated May 10, 2018; and
5. to transact such further or other business as properly come before the Meeting or at any adjournment thereof.

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

#### SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.

#### Website Where Meeting Materials are Posted

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

#### Obtaining Paper Copies of Materials

Shareholders can request paper copies of Meeting Materials in advance of the Meeting by contacting the Company toll-free at **1-888-571-4545**, or **1-604-688-6630** (which is not a toll-free number). Such a request should be sent so that the request is received by the Company by 12:00 p.m. (Vancouver time) on Friday, June 15, 2018 in order to allow sufficient time for shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

## Voting - Registered Holders

Registered shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed proxy form to Computershare Trust Company of Canada (“**Computershare**”) in accordance with the instructions set out below, on the proxy form or in the Circular. If you are voting your shares by proxy, Computershare must receive your completed proxy form by 12:00 p.m. (Vancouver time) on Tuesday, June 26, 2018, or 48 hours (excluding Saturdays, Sundays and statutory holidays in Vancouver, British Columbia) before any adjournment(s) or postponement(s) of the Meeting.

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



by Internet by going to [www.investorvote.com](http://www.investorvote.com). You will be prompted to enter the 15-digit Control Number, which is located on the reverse side of the proxy form;



by mail to 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1;



by telephone at **1-866-732-VOTE (8683)** (toll free) or **1-312-588-4290** (direct dial) from a touch tone phone;



by facsimile to **1-866-249-7775** (toll free in Canada and the United States) or **1-416-263-9524** (outside Canada and the United States); or



by smartphone, scan the QR Code on the proxy form.

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

- (a) voting again by telephone or on the Internet before 12:00 p.m. (Vancouver time) on Tuesday, June 26, 2018;
- (b) completing a proxy form that is dated later than the proxy form you are changing, and mailing it to Computershare, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, or by facsimile to **1-866-249-7775**, so that it is received before 12:00 p.m. (Vancouver time) on Tuesday, June 26, 2018;
- (c) sending a notice in writing from the shareholder or the shareholder’s authorized attorney (or, if the shareholder is a corporation, by a duly authorized officer) revoking the proxy, to the Corporate Secretary of the Company so that it is received before 12:00 p.m. (Vancouver time) on Tuesday, June 26, 2018;
- (d) giving a notice in writing from the shareholder or the shareholder’s authorized attorney (or, if the shareholder is a corporation, by a duly authorized officer) revoking your proxy to the chair of the Meeting, at the Meeting; or
- (e) attendance at the Meeting and participation in a poll (ballot) by the shareholder (but not by the proxyholder of such Shareholder).

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

## Voting – Non-Registered Holders

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

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

**For more information on the Notice-and-Access Provisions and information on voting, please see the section in the Circular entitled “Proxies and Voting Rights” or contact the Company’s transfer agent, Computershare, toll-free at 1-800-564-6253. For paper copies of the Meeting Materials, please contact the Company at:**

### **Cordoba Minerals Corp.**

Suite 654 - 999 Canada Place

Vancouver, British Columbia, Canada, V6C 3E1

**Tel: 1-888-571-4545** (a toll-free number) or **1-604-331-9882** (not a toll-free number)

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

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