



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that an annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Cordoba Minerals Corp. (“**Cordoba**” or the “**Company**”) will be held virtually using the details located below on Wednesday, June 26, 2024 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended December 31, 2023, together with the report of the auditors thereon;
2. to set the number of directors at seven (7) for the forthcoming year;
3. to elect seven (7) directors for the forthcoming year;
4. to re-appoint Deloitte LLP as auditors for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders approving certain amendments to the Company’s stock option plan (the “**Stock Option Plan**”), as more particularly described in the accompanying management information circular of the Company dated May 15, 2024 (the “**Circular**”);
6. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested Shareholders approving certain amendments to the Company’s long-term incentive plan (the “**LTI Plan or LTIP**”), as more particularly set forth in the Circular;
7. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested Shareholders approving certain amendments to the Company’s deferred share unit plan (the “**DSU Plan**”), as more particularly set forth in the Circular; and
8. to transact any other business as may properly be brought before the Meeting.

The board of directors of the Company (the “**Board**”) has fixed the close of business on May 13, 2024 as the record date, being the date for the determination of the registered holders of common shares in the capital of the Company (the “**Cordoba Shares**”) entitled to receive notice of, and to vote at the Meeting and any adjournment or postponement thereof.

The Meeting will be held in virtual format online using the Computershare meeting platform at <https://meetnow.global/MR7HJTK>. In order to streamline the virtual meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided to them with the Meeting materials. Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the virtual Meeting by logging in to the online meeting portal, and using the control number located on their proxy forms. Shareholders entitled to vote at the Meeting may participate and vote at the Meeting. Registered Shareholders and duly appointed proxyholders will not be able to vote at the Meeting through the webcast link. Beneficial Shareholders who have not duly appointed themselves will be able to attend the virtual Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

INSTRUCTIONS FOR ATTENDING THE WEBCAST: To ensure technical success, we encourage Shareholders to sign into the webcast 15 minutes before the scheduled start time to review and test the connection to the webcast.

As noted above, we encourage you to complete and return the enclosed form of proxy indicating your voting instructions. Please complete, date and sign your form of proxy and return it to Computershare Trust Company of Canada. A proxy can be submitted to Computershare either in person, or by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or

via the internet at www.investorvote.com. The proxy must be deposited with Computershare by no later than 10:00 am PST on June 24, 2024, or if the meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed meeting. If a shareholder who has submitted a proxy attends the meeting via the webcast and has accepted the terms and conditions when entering the meeting online, any votes cast by such shareholder on a ballot will be counted and the submitted proxy will be disregarded. Late proxies may be accepted or rejected by the Chair of the Meeting at its discretion, and the Chair is under no obligation to accept or reject any late proxy.

The Company may announce changes to the Meeting, time, date or location and/or means of holding the Meeting by way of news release. Please monitor the Company's news releases as well as its website at www.cordobaminerals.com for updated information. The Company advises you to check its website one week prior to the Meeting date for the most current information. The Company does not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

Notice-and-Access

The Company is utilizing 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*, for distribution of proxy-related materials to registered and beneficial Shareholders.

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (including management information circulars), financial statements of the Company and related management discussion and analysis (“**MD&A**”) via the System for Electronic Document Analysis and Retrieval + (“**SEDAR+**”) and one other website, rather than mailing paper copies of such materials to shareholders.

Electronic copies of the Company's Notice of Annual General Meeting, the Circular, the audited financial statements of the Company for the financial year ended December 31, 2023, together with the report of the auditors thereon, and the related MD&A may be found on the Company's SEDAR+ profile at www.sedarplus.ca and the Company's website at www.cordobaminerals.com as of May 13, 2024. Shareholders may request a paper copy of the Circular and the above noted documents be sent to them by contacting the Company as set out under *Part 1 – Voting – Notice-and-Access* in the accompanying Circular.

Please see *Part 1 – Voting – Notice-and-Access* in the accompanying Circular.

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

DATED at Vancouver, Canada as of the 15th day of May, 2024.

BY ORDER OF THE BOARD OF DIRECTORS OF CORDOBA MINERALS CORP.

“Sarah Armstrong-Montoya”

Sarah Armstrong-Montoya

President and Chief Executive Office