



606 – 999 Canada Place  
Vancouver, British Columbia  
V6C 3E1

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders (the “**Meeting**”) of Cordoba Minerals Corp. (the “**Company**”) will be held on September 15, 2025 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to consider, and if thought advisable, pass a special resolution (the “**Transaction Resolution**”) by holders (“**Shareholders**”) of the Company’s common shares (“**Common Shares**”) entitled to vote on such resolution to approve the Transaction, as such term is defined in the Circular, which transaction would constitute the disposition of all or substantially all of the undertaking of the Company, in accordance with Section 301 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”), the full text of which is set forth on Schedule “B” in the management information circular accompanying this Notice (the “**Circular**”);
2. to consider pursuant to an interim order of the Supreme Court of British Columbia dated August 11, 2025 (the “**Interim Order**”) and, if thought advisable, to pass a special resolution (the “**Return of Capital Resolution**”) of Shareholders entitled to vote on such resolution approving the Arrangement, as such term is defined in the Circular, under the provisions of Division 5 of Part 9 of the BCBCA, under which the Company will make a cash distribution to Shareholders, the full text of which is set forth on Schedule “C” in the Circular; and
3. to transact such other business as may properly be put before the Meeting.

The Transaction Resolution will require approval of (i) 66<sup>2/3</sup>% of the Shareholders present or represented by proxy at the Meeting and entitled to vote at the Meeting and (ii) a simple majority of the Shareholders present or represented by proxy at the Meeting and entitled to vote at the Meeting, excluding the Common Shares held by JCHX and its affiliates, in accordance with the policies of the TSX Venture Exchange (“**TSXV**”). The Return of Capital Resolution will require approval of: (i) 66<sup>2/3</sup>% of the Shareholders present or represented by proxy at the Meeting and entitled to vote at the Meeting and (ii) a simple majority of the Shareholders present or represented by proxy at the Meeting and entitled to vote at the Meeting, excluding the Excluded Shares (as defined in the Circular) in accordance with MI 61-101.

The Board of Directors has fixed the close of business on August 11, 2025 as the record date for the determination of Shareholders entitled to notice of, and to vote at, the Meeting or any adjournment or postponement thereof (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Company is conducting an online only shareholders' meeting. Registered Shareholders (as defined in the Circular under the heading "Voting Information") and duly appointed proxyholders can attend the meeting online at <https://meetnow.global/MVAKK25> where they can participate, vote, or submit questions during the meeting's live webcast. 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 this Notice and the Circular. 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. 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. A proxy can be submitted to Computershare in person, or by mail or courier, to 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9; by telephone by calling 1-866-732-VOTE (8683), or via the internet at [www.investorvote.com](http://www.investorvote.com). The proxy must be deposited with Computershare by no later than 10:00 a.m. (Pacific Time) on September 11, 2025, 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 of the Meeting is under no obligation to accept or reject any late proxy.**

Registered Shareholders have the right to dissent with respect to the Transaction Resolution and, if the Transaction Resolution is adopted, to be paid the fair value of their Common Shares, subject to strict compliance with Sections 237 to 247 of the BCBCA. The right to dissent is described in the section of the Circular entitled "Transaction Dissent Rights". Failure to comply strictly with the requirements set forth in Sections 237 to 247 of the BCBCA may result in the loss of any right to dissent.

Registered Shareholders have the right to dissent with respect to the Return of Capital Resolution and, if the Arrangement becomes effective, to be paid the fair value of their Common Shares, subject to strict compliance with Sections 237 to 247 of the BCBCA, as modified by the provisions of the interim order and the final order in respect of the Arrangement, and the Plan of Arrangement. The right to dissent is described in the section of the Circular entitled "Arrangement Dissent Rights" and the text of the Interim Order is set forth in Schedule "G" to the Circular. Failure to comply strictly with the requirements set forth in Sections 237 to 247 of the BCBCA, as modified, may result in the loss of any right to dissent.

The Circular will be available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and can also be found on the Company's website at [cordobaminerals.com](http://cordobaminerals.com). If you have any questions or require assistance with voting, please contact us at 1-604-689-8765 or by email at [info@cordobamineralscorp.com](mailto:info@cordobamineralscorp.com).

DATED at Vancouver, British Columbia, the 11<sup>th</sup> day of August, 2025.

**ON BEHALF OF THE BOARD**

***“Terry Krepiakovich”***

**Terry Krepiakovich, Non-Executive Chair**