CORDOBA MINERALS CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of Cordoba Minerals Corp. (the "**Corporation**") will be held at **Cassels Brock & Blackwell LLP, 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario M5H 3C2** on Tuesday, the 31st day of May, 2016 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2015, together with the reports of the auditors thereon;

2. to set the number of directors at seven (7) for the ensuing year;

3. to elect directors for the ensuing year;

4. to appoint PricewaterhouseCoopers LLP as auditors for the ensuing year and to authorize the directors to fix their remuneration;

5. to consider, and, if deemed appropriate, to pass with or without variation a resolution confirming the existing Stock Option Plan of the Corporation, as more particularly described in the accompanying management information circular of the Corporation dated April 26, 2016 (the "**Circular**"); and

6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a form of proxy, the Circular, and a supplemental mailing list form.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Canada as of the 26th day of April 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Mario Stifano

Mario Stifano, President and Chief Executive Officer