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 30th day of June, 2015 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 April 30, 2014 and the eight month period ended December 31, 2014, together with the reports of the auditors thereon;

2. to set the number of directors;

3. to elect directors;

4. to appoint auditors 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 May 21, 2015 (the "**Circular**");

6. to consider and, if deemed advisable, to pass a special resolution approving the amendment of the Articles of the Corporation to adopt an advance notice requirement with respect to the nomination of directors for election to the board of directors of the Corporation, as more fully described in the Circular; and

7. 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 21st day of May, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Mario Stifano

Mario Stifano, President and Chief Executive Officer