



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 Wednesday, February 8, 2023 at 11:00 a.m. (Pacific Time), in person at the offices of Cassels Brock & Blackwell LLP, Suite 2200, 885 West Georgia Street, Vancouver, BC, V6C 3E8, for the following purposes:

1. to consider, and if thought advisable, pass an ordinary resolution by holders of the Company's common shares entitled to vote on such resolution in accordance with the requirements of the TSX Venture Exchange ("**TSXV**"), the full text of which is set forth on Schedule A in the management information circular accompanying this Notice (the "**Circular**"), which TSXV requirements incorporate the requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), to approve the Transaction, as such term is defined in the Circular, and all as more particularly described, therein; and
2. to transact such other business as may properly be put before the Meeting.

The Transaction requires minority shareholder approval pursuant to the rules of the TSXV and MI 61-101 because it is a "related party transaction". Under MI 61-101, related party transactions require minority shareholder approval. A "related party" pursuant to MI 61-101 includes a control person of the entity, directors, executive officers and shareholders holding over 10% of the voting rights attached to the voting securities of the issuer. JCHX owns or controls approximately 19.9% of the issued and outstanding common shares in the capital of Cordoba (the "**Common Shares**"), and accordingly, JCHX is a related party of Cordoba for the purposes of MI 61-101.

In addition, Ivanhoe Electric Inc. ("**Ivanhoe**"), a controlling shareholder of the Company holding more than 10% of the Common Shares, will be benefitting from the Transaction because certain proceeds from the Transaction will be used to repay certain debt owed by the Company to Ivanhoe. Ivanhoe owns or controls approximately 63.2% of the issued and outstanding Common Shares. Accordingly, Ivanhoe is also a "related party" for the purposes of MI 61-101.

Given that JCHX and Ivanhoe and their respective affiliates are "related parties", they constitute "excluded shareholders" for the purposes of MI 61-101 and will not be entitled to vote to approve the Transaction.

The Board of Directors has fixed the close of business on Thursday, December 29, 2022 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 Circular and form of proxy (the "**Meeting Materials**") accompany this notice of meeting and form part of this notice.

To ensure a smooth functioning meeting, we kindly ask shareholders planning to attend the meeting to notify the Company's Corporate Secretary by calling toll-free within North America at 1-888-571-4545 or direct, from outside of North America at 1-604-331-9816 (not a toll-free number) or by email at info@cordobamineralscorp.com.

A registered shareholder who is unable to attend the Meeting and who wishes to ensure that such shareholder's Common Shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it to Computershare Investor Services Inc. ("**Computershare**") in accordance with the instructions set out in the Meeting Materials. Additionally, Shareholders may submit their vote over the internet, by fax or telephone by following the instructions found on the form of proxy. If a shareholder does not deliver a proxy to Computershare by 11:00 a.m. (Pacific Time) on Monday, February 6, 2023 or 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment or postponement of the Meeting at which the proxy is to be used, then the shareholder will not be entitled to vote at the Meeting by proxy. Late proxies may be accepted or rejected by the Chairman of the Meeting by waiving the deadline in his sole discretion.

Non-registered shareholders (beneficial owners) should complete and return the voting instruction form or proxy provided to them by their broker or other intermediary in accordance with the specific instructions, and by the deadline specified therein. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

The circular will be available on SEDAR at www.sedar.com and can also be found on the Company's website at 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.

DATED at Vancouver, British Columbia, the 3rd day of January, 2023.

ON BEHALF OF THE BOARD

"William (Bill) Orchow"

William (Bill) Orchow, Lead Independent Director