POLICY FOR THE REQUIREMENT FOR
ADVANCE NOTICE OF DIRECTOR NOMINATIONS

OF

CORDOBA MINERALS CORP.
(the "**Company**")

1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company.

2. Nominations of persons for election to the board of directors of the Company may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called is the election of directors:

   (a) by or at the direction of the board of directors of the Company, including pursuant to a notice of meeting, or

   (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the British Columbia *Business Corporations Act* (the "***Business Corporations Act***") or pursuant to a requisition by shareholders made in accordance with the *Business Corporations Act*; or

   (c) by any person (a "**Nominating Shareholder**") who:

      (i) at the close of business on the date of the giving of the notice provided for below in this policy and on the record date for notice of such meeting (A) is entered in the central securities register as a holder of one or more shares carrying the right to vote on the election of directors at such meeting, or (B) beneficially owns one or more shares carrying the right to vote at such meeting; and

      (ii) who complies with the notice procedures set out in this policy.

3. In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice of the nomination in proper written form to the Secretary of the Company at the principal executive office of the Company, all in accordance with this policy.

4. To be timely, a Nominating Shareholder's notice to the Secretary of the Company must be made:

   (a) in the case of an annual general meeting, not less than 30 nor more than 65 days prior to the date of the annual general meeting; provided, however, that if the annual general meeting is to be held on a date that is less than 50 days after the date (the "**Notice Date**") the first public announcement of the date of the annual general meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth day following the Notice Date; and

   (b) in the case of a special meeting (that is not also an annual general meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth day after the date the first public announcement of the date of the special meeting was made.

   In no event shall any adjournment or postponement of a meeting of shareholders or the announcement of any such adjournment or postponement commence a new time period for the giving of a Nominating Shareholder's notice as described above.

5. To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Company must set forth:

   (a) if the Nominating Shareholder is not the beneficial owner of the shares registered in its name, the identity of the beneficial owner and the number of shares held by that beneficial owner;

   (b) as to each person who the Nominating Shareholder proposes to nominate for election as a director:

      (i) the written consent of such person to act as a director, if elected;

      (ii) the name, age and address of the person,

      (iii) the principal occupation or employment of the person,

      (iv) the class or series and number of shares in the capital of the Company that are controlled or that are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and

      (v) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular or other filings to be made in connection with the solicitation of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws (as defined below); and

   (c) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company on the election of directors and any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's proxy circular or other filings to be made in connection with the solicitation of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws.

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company in accordance with the *Business Corporations Act*, Applicable Securities Laws and/or the rules of any stock exchange on which the securities of the Company are then listed for trading, or that could be material to a reasonable shareholder's understanding of the independence, or lack of independence, of such proposed nominee.

6. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this policy; provided, however, that nothing in this policy shall be deemed to preclude discussion by a shareholder or proxyholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the *Business Corporations Act*. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded. A duly appointed proxyholder of a Nominating Shareholder shall be entitled to nominate at a meeting of shareholders the directors nominated by the Nominating Shareholder, provided that all the requirements of this policy have been satisfied.

7. For purposes of this policy:

   (a) "**public announcement**" shall mean disclosure in a news release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and

   (b) "**Applicable Securities Laws**" means the applicable (A) securities legislation of each relevant province and territory of Canada, as amended from time to time, (B) rules, regulations and forms made or promulgated under any such legislation and (C) published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each relevant province and territory of Canada.

8. Notice given pursuant to this policy may only be given by personal delivery or facsimile transmission to the Secretary of the Company at the principal executive office of the Company, and shall be deemed to have been given and made only at the time it is actually given by personal delivery or sent by facsimile transmission (provided that confirmation of facsimile transmission has been received) to the Secretary at the address of the principal executive office of the Company; provided that if such delivery or facsimile transmission is made on a day that is a not a business day or later than 5:00 p.m. (local time) on a day that is a business day in the jurisdiction of the principal executive office of the Company, then such delivery, facsimile transmission or email shall be deemed to have been made on the next day that is a business day in the jurisdiction of the principal executive office of the Company.

9. Notwithstanding the foregoing, the board of directors of the Company may, in its sole discretion, waive any requirement of this policy.

Policy Effective Date and approval by the Board: May 26, 2015