



**CORDOBA MINERALS CORP.**

**CHARTER OF THE TECHNICAL COMMITTEE OF THE BOARD OF DIRECTORS**

***I. GENERAL***

The primary function of the Technical Committee (the "Committee") is to assist the Board of Directors in discharging its oversight responsibilities on technical matters relating to exploration; Pre-Feasibility and Feasibility work; permitting of work; mineral title holdings; and acquisition of new opportunities.

***II. COMPOSITION, MEETINGS AND AUTHORITY***

The Committee will be comprised of at least three directors (a majority of whom must be independent) who are generally familiar with technical matters relating to exploration, technical studies (including Pre-Feasibility, Feasibility and resource estimation work) and acquisition of new opportunities. The members of the Committee shall be elected by the Board of Directors. Its composition will include individuals with relevant technical experience commensurate with the status of the Company's projects and the objectives of the Committee may change as the Company's projects evolve. The Chair will be elected by the Board of Directors.

Meetings of the Committee shall be held from time to time, at least twice annually, as the Committee or the Chair of the Committee shall determine. The Committee may ask members of Management or others to attend meetings or to provide information as the Committee deems necessary.

A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee.

The Committee shall agree an agenda in advance of each meeting, prepare and maintain minutes of its meetings, periodically report to the Board of Directors, and shall report in writing on the request of the Chairman of the Board of Directors.

The Committee shall evaluate its own performance at least annually and make recommendations relating to its function to the Board of Directors.

### **III. DUTIES AND RESPONSIBILITIES**

To fulfil its duties and responsibilities, the Committee shall:

- Assist the Board of Directors in establishing objectives relating to the Company's exploration activities, Pre-Feasibility and Feasibility studies, permitting of work, mineral title holdings and acquisition of new opportunities.
- Ensure that allocation of budgets and resources are appropriate to achieve the objectives within the approved time frames.
- Review important technical matters related to the Company and submit recommendations to the Board.
- Ensure that key technical outcomes from the exploration program, including their commercial implications, are communicated clearly to the Board.
- Ensure that programs of work are fit-for-purpose and are adding value to the opportunity.
- Ensure that technical checks-and-balances are in place to safeguard the integrity of exploration results reported to the market.
- Review resource and reserve estimates in respect of the Company's mineral properties and ensure there are appropriate policies and procedures in place regarding the disclosure of 43-101 resource and reserve information.
- Review all major technical studies that are to be released to the market.
- Review all proposals for the Company to acquire new opportunities.

While the Committee bears the responsibilities set out above, the Committee serves an oversight role and is not accountable for managing the Company's day-to-day technical activities.