

# Cordoba Minerals Amends Agreement for the Sale of the Remaining Interest in the Alacran Project

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Vancouver, February 10, 2026 - [Cordoba Minerals Corp.](#) (TSXV: CDB) (OTCQB: CDBMF) ("Cordoba" or the "Company") is pleased to announce that it has entered into an agreement (the "Amendment Agreement") with Veritas Resources AG ("Veritas") and a consortium of experienced mining investors led by JCHX Mining Management Co., Ltd. ("JCHX") to amend certain provisions of the previously announced definitive framework agreement (the "Framework Agreement") to sell its remaining 50% interest in the Alacrán Project along with all other exploration assets in Colombia and certain accounts receivable (the "Transaction").

The principal change agreed today is to increase the closing payment from US\$88M in cash to US\$128M in cash paid in a lump sum on closing of the Transaction ("Closing"), now anticipated for no later than March 10, 2026 (the "Closing Cash Payment") with no further payments to be made by Veritas and the buyer consortium. It is also anticipated that a larger cash distribution will now be made to Cordoba shareholders following Closing.

In addition, the Amending Agreement also waives certain conditions to Closing, including approval of the Environmental Impact Assessment for the Alacrán Project by Colombia's Autoridad Nacional de Licencias Ambientales and sets the outside date for completion of the Transaction as March 10, 2026. A reduction in the number of consortium members also requires a new formal approval of JCHX shareholders by March 10, 2026. JCHX shareholders have previously approved the Transaction.

The Transaction remains subject to final approval of the TSX Venture Exchange ("TSXV"). The Transaction is expected to close within the next month and in any event by March 10, 2026.

## Bridge Loan

Cordoba also announces that an affiliate of JCHX will provide a bridge loan of US\$2 million (the "Bridge Loan") directly to the joint venture entity which holds the Alacrán Project in Colombia. The Bridge Loan bears simple interest at 10% per annum for the first six months of the loan agreement, and the interest rate will increase to 12% per annum for the remaining months of the loan agreement. The Bridge Loan will be disbursed on or around the date of this announcement and is payable on the maturity date (which is 36 months after the disbursement) or on demand by the lender at any time after the closing of the Transaction. The purpose of the Bridge Loan is to ensure the Company can continue the advancement of the Alacrán Project and for general corporate purposes while the parties work towards Closing.

The Bridge Loan constitutes a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as JCHX is a related party of Cordoba given its greater than 10% beneficial shareholding. Pursuant to Sections 5.5(b) and 5.7(f) of MI 61-101, the Company is exempt from obtaining a formal valuation and minority approval of the Company's shareholders in respect of the transactions specified herein due to the Company being listed on the TSX Venture Exchange ("TSXV") and the loan from JCHX to the Company having no equity or voting component.

## Distribution Update

Today's Amending Agreement also increases the anticipated cash distribution following Closing. Previously announced, Cordoba intended to distribute the net proceeds from the first US\$88 million of the Closing Cash Payment to its shareholders, after settling all outstanding liabilities and obligations, but would have retained US\$5M for ongoing corporate purposes (the "Distribution"). Cordoba will now be seeking to retain US\$10M

for ongoing corporate purposes and distributing the net amount of the US\$128M after settling outstanding liabilities and obligations. The Distribution remains subject to TSXV approval and Cordoba will provide a further update on the Distribution following Closing.

If you are a registered Company shareholder, it is important that you complete and remit a residency declaration form, which was mailed to you with the Company's management information circular dated August 11, 2025 (the "Circular") and posted on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The completion of the residency declaration form is necessary for you to be eligible to receive your Distribution. Further information regarding the residency declaration form and the Distribution can be found in the Circular.

#### About Cordoba

Cordoba Minerals Corp. is a mineral exploration company focused on the exploration, development and acquisition of copper and gold projects. Cordoba is jointly developing the Alacrán Project with JCHX Mining Management Co., Ltd., located in the Department of Cordoba, Colombia. Cordoba also holds a 51% interest in the Perseverance Copper Project in Arizona, USA, which is exploring through a Joint Venture and Earn-In Agreement. For further information, please visit [www.cordobaminerals.com](http://www.cordobaminerals.com).

#### ON BEHALF OF THE COMPANY

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#### Forward-Looking Statements

This news release includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities legislation. All statements included in this news release, other than statements of historical fact, are forward-looking statements including, without limitation, statements related to Closing and the timing thereof, the Distribution, approval of JCHX's shareholders, TSXV approval for the Transaction and Distribution, the Alacrán Project and development thereof and the Bridge Loan, including repayment and intended purposes of the Bridge Loan. Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as "anticipate", "believe", "plan", "estimate", "expect", "potential", "target", "budget" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions and includes the negatives thereof.

Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which Cordoba operates, are inherently subject to significant operational, economic, and competitive uncertainties, risks and contingencies. There can be no assurance that such statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include title to mineral property risks; reliability of Mineral Resource and Mineral Reserve estimates; going concern risks; the availability of capital and financing generally for the development of the Perseverance Project; community relations; fluctuations in the price of metals and the anticipated future prices of such metals; stock market volatility; unanticipated changes in general business and economic conditions or conditions in the financial markets; certain shareholders exercising significant control over the Company; foreign entity risks; loss of key personnel; negative operating cash flow; changes in interest or currency exchange rates; risks related to foreign operation including changes to taxation, social unrest, and changes in national and local government legislation; regulatory risks; uninsured risks; environmental risks; competition; risks related to participation in joint ventures; legal disputes or unanticipated outcomes of legal proceedings; changing global financial conditions; force majeure; conflicts of interest; cyber security incidents; and the potential effects of international conflicts on the Company's business; human error; court approval of the Plan of Arrangement; and other exploration or other risks detailed herein and from time to time in the filings made by the Company

with securities regulators, including those described under the heading "Risks and Uncertainties" in the Company's most recently filed MD&A. The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable law. Readers are cautioned not to put undue reliance on these forward-looking statements.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/283345>

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