

# STIKEMAN ELLIOTT

Stikeman Elliott LLP Barristers & Solicitors

5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9  
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

BY SEDAR

February 28, 2012

Alberta Securities Commission  
British Columbia Securities Commission  
The Manitoba Securities Commission  
New Brunswick Securities Commission  
Newfoundland and Labrador Department of Government Services and Lands  
Nova Scotia Securities Commission  
Ontario Securities Commission  
Prince Edward Island Securities Division  
Saskatchewan Financial Services Commission

Dear Sirs and Mesdames:

**Re: Final Short Form Prospectus of Minera IRL Limited (the "Issuer")**

We refer you to the final short form prospectus (the "**Prospectus**") of the Issuer dated February 28, 2012 relating to the issuance of up to 26,600,000 ordinary shares of the Issuer.

We consent to being named in the Prospectus on the face page of the Prospectus and under the heading "Legal Matters" and to the use of our legal opinions set out under the headings "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations", which opinions are provided as of the date of the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are (i) derived from our legal opinions provided in the Prospectus, or (ii) within our knowledge as a result of the services performed by us in connection with such opinions.

This letter is provided pursuant to the requirements of applicable securities legislation and is solely for the information of the addressees and is not to be relied on by any other person or for any other purpose.

Yours truly,

*signed "Stikeman Elliott LLP"*

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