

**APPENDIX B TO NATIONAL INSTRUMENT 41-101
GENERAL PROSPECTUS REQUIREMENTS**

**ISSUER FORM OF SUBMISSION TO
JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "Issuer"):
Minera IRL Limited
2. Jurisdiction of incorporation, or equivalent, of Issuer:
Cayman Islands and continued to Jersey
3. Address of principal place of business of Issuer:
Av Santa Cruz 830, Of. 401, Miraflores, Lima 18, Peru
4. Description of securities (the "Securities"):
Ordinary Shares, Debt Securities, Warrants to Purchase Ordinary Shares, Warrants to Purchase Debt Securities and Convertible Securities.
5. Date of the prospectus (the "Prospectus") under which the Securities are offered:
July 12, 2012
6. Name of agent for service of process (the "Agent"):
FMD Service (Ontario) Inc.
7. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
333 Bay Street, Suite 2400, Bay Adelaide Centre, Box 20, Toronto, Ontario, Canada, M5H 2T6
8. The Issuer designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the Issuer as a reporting issuer, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring such Proceeding.
9. The Issuer irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces and territories of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory,in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the issuer as a reporting issuer.
10. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
11. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before any change in the name or above address of the Agent.
12. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

Dated: July 12, 2012

"Courtney Chamberlain"
Signature of Issuer

Courtney Chamberlain, CEO
Print name and title of signing officer of Issuer

AGENT

The undersigned accepts the appointment as agent for service of process of Minera IRL Limited under the terms and conditions of the appointment of agent for service of process stated above.

Dated: July 12, 2012

"Tara L. Ballingall"
Signature of Agent

Tara L. Ballingall, Secretary
Print name of person signing and, if Agent
is not an individual, the title of the person