

## Minera IRL Limited

Registered in Jersey with registered number 94923

### Computershare Investor Services (Jersey) Limited

Queensway House

Hilgrove Street

St Helier

Jersey

JE1 1ES

Telephone 0870 707 4040

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Email [info@computershare.co.je](mailto:info@computershare.co.je)

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## Form of Proxy – Annual General and Special Meeting to be held at 11.00 am (BST) on 10<sup>th</sup> July 2013

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**Kindly note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accepts no liability for any instruction that does not comply with these conditions.

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### This Form of Proxy is solicited by and on behalf of Management.

#### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 4040 to request a change of address form or go to [www.investorcentre.co.uk/je](http://www.investorcentre.co.uk/je) to use the online Investor Centre service.
5. Any alterations made to this form should be initialled.
6. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
7. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.

**To be effective, this form (together with any Power of Attorney or authority under which it is signed) must be lodged at the office of the company's registrar at Computershare Investor Services (Jersey) Limited Queensway House Hilgrove Street St Helier Jersey JE1 1ES, no later than 48 hours before the commencement of the meeting.**

Holder: holder of  ordinary shares.  
Designation:  
SRN:

## Form of Proxy

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made. Please use a **black** pen. Mark an ☒ X Inside the box as shown in this example.

I/We, the undersigned being shareholders of Minera IRL Limited (the "Company") Hereby appoint the chairman of the meeting, or..... as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the general meeting of the company to be held at on the 10<sup>th</sup> July 2013 at 11.00 am (BST) at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW and at any adjournment or postponement thereof.

### Resolutions

	FOR	AGAINST	VOTE WITHHELD
1. To receive and adopt the report of the directors and the auditors, and the financial statements of the Company for the year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Courtney Chamberlain as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Douglas Jones as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Graeme Ross as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Kenneth Judge as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Napoleon Valdez as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To appoint BDO LLP as auditors of the Company from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reapprove the Company's 10% "rolling" Stock Option Plans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise and ratify the granting of 425,000 incentive stock options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the directors to issue up to a maximum of 130,258,413 ordinary shares, being 75% of the ordinary shares issued by the Company as at the date of this Notice. This authority will expire on the date of the next Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL RESOLUTION

11. To authorise the directors to allot up to a maximum of 130,258,413 shares for cash, being 75% of the ordinary shares issued by the Company as at the date of this Notice, otherwise than in accordance with Section 6.1 of the Articles, in relation to rights or other pro rata issues or otherwise. No issue of ordinary shares will be made which would effectively alter the control of the Company without the prior approval of the Company's shareholders being obtained at a meeting thereof having been obtained. This authority will expire on the date of the next Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/we would like my/our Proxy to vote on the Resolutions proposed at the meeting as indicated on this form, unless otherwise instructed, the Proxy may vote as he/she sees fit or abstain in relation to any business of the meeting.

In the case of joint holders, only one holder need sign but the vote of the person whose name appears first in the register of members will be accepted to the exclusion of other joint holders. In the case of a corporation, the Form of Proxy should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

### Signature

DD / MM / YYYY