



MINERA IRL LIMITED

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General and Special Meeting of Minera IRL Limited (the "Company") will be held at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW on 10 July 2013 at 11 a.m. for the purpose of considering, and if thought fit, passing the following resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolution 11 will be proposed as a special resolution.

As ordinary business:

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.
2. To re-elect Courtney Chamberlain as a director.
3. To re-elect Douglas Jones as a director.
4. To re-elect Graeme Ross as a director.
5. To re-elect Kenneth Judge as a director.
6. To re-elect Napoleon Valdez as a director.
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.
8. To reapprove the Company's 10% "rolling" Stock Option Plans.
9. To authorise and ratify the granting of 425,000 incentive stock options
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.

As special business:

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.

By Order of the Board of Directors

Signed "Courtney Chamberlain"

Courtney Chamberlain
Chairman

Dated 7 June 2013

Registered Office:
Ordnance House
31 Pier Road
St Helier
Jersey JE4 8PW