

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Minera IRL Limited
Av Santa Cruz 830, Of. 401
Miraflores, Lima 18

Item 2 - Date of Material Change:

October 4, 2013 and October 8, 2013

Item 3 – News Release:

The news release disseminated over Marketwire on October 4, 2013, is attached hereto as Schedule “A”.

The news release disseminated over Marketwire on October 8, 2013, is attached hereto as Schedule “B”.

Item 4 – Summary of Material Change:

On October 4, 2013, Minera IRL Limited (the “**Company**”) confirmed that it is in discussions with LionGold Corp Ltd (“**LGC**”) which may or may not lead to an offer being made for the Company. The Company further announced that LGC and Minera are in discussions regarding a potential private placement under which LGC would agree (subject to certain conditions) to subscribe for up to US\$10 million of the share capital of the Company in two tranches. The Company cautioned that there can be no certainty that any offer or private placement will be made, nor as to the terms on which any offer or private placement will be made.

On October 8, 2013, the Company noted that the Singapore Exchange (“**SGX**”) had temporarily suspended trading in the shares of LGC on October 4, 2013, to “safeguard the interests of the market as there could be circumstances that would result in the market not being fully informed”. The Company further noted that on October 6, 2013, the SGX announced that it would lift the suspension of trading securities in LGC on October 7, 2013. The SGX concurrently declared LGC “and its related securities as Designated Security with the following trading restrictions: (i) prohibited sale of shares unless the seller holds the Designated Securities in the quantity to be sold; and (ii) prohibited purchase of shares unless the buyer makes cash payment at the time of order execution.”

The Company is continuing to monitor the situation and engage in discussions with LGC to determine the impact of these developments.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

The material changes are fully described in the press releases attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

Trish Kent, Vice President, Corporate Relations
Telephone: +511-418-1230
Fax: +511-712-0099

Item 9 – Date of Report:

October 8, 2013

Schedule “A”

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART
IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD
CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF
THAT JURISDICTION**

This announcement is not an announcement of a firm intention to make an offer under Rule 2.7 of the UK Takeover Code (the "Code") and there can be no certainty that an offer will be made, nor as to the terms on which any offer will be made.

**Minera IRL Ltd
Statement re: Possible Offer**

London and Toronto, 4 October 2013: Minera IRL Limited ("Minera" or the "Company") (TSX:IRL) (AIM:MIRL) (BVL:MIRL) notes the recent share price movement and confirms that it is in discussions with LionGold Corp Ltd ("LGC") which may or may not lead to an offer being made for the Company.

In addition, LGC and Minera are in discussions regarding a potential private placement under which LGC would agree (subject to certain conditions) to subscribe for up to US\$ 10 million of the share capital of the Company in two tranches.

Shareholders are reminded that with effect from 30 September 2013, Minera has been subject to the Code.

In accordance with Rule 2.6(a) of the Code, LGC is required, by not later than 5.00 p.m. on 1 November 2013, to either announce a firm intention to make an offer for Minera in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

There can be no certainty that any offer or private placement will be made, nor as to the terms on which any offer or private placement will be made. A further announcement will be made in due course.

Total voting rights

Pursuant to Rule 2.10 of the Code, the Company confirms that there are currently 173,677,884 ordinary shares of no par value in issue in the Company, with International Securities Identification Number JE00B1HNYF12.

In accordance with Rule 30.4 of the Code, a copy of this announcement will be available on Minera's website at www.minera-irl.com by no later than 12 noon on 7 October 2013.

For more information please contact:

Minera IRL Trish Kent, Vice President, Corporate Relations	+511 418 1230
RBC Capital Markets (Financial Adviser & Co-Broker, London) Martin Eales Richard Hughes	+44 (0)20 7653 4000
Canaccord Genuity Limited (Nominated Adviser & Broker, London) Andrew Chubb Neil Elliot	+ 44 (0)20 7523 8000
finnCap (Co-broker, London) Geoff Nash (Corporate Finance) Matthew Robinson (Corporate Finance) Elizabeth Johnson (Corporate Broking)	+ 44 (0)20 7600 1658
Jennings Capital Inc. (Joint Financial Adviser, Toronto) Douglas Harris Simion Candrea	+1 (416) 304 3185
Buchanan (Financial PR, London) Bobby Morse Gordon Poole Louise Mason	+44 (0)20 7466 5000

Minera IRL Limited is the AIM traded, TSX and BVL listed holding company of precious metals mining and exploration companies focused in Latin America. Minera is led by an experienced senior management team with extensive industry experience, particularly operating in South America. The Group operates the Corihuarmi Gold Mine and the advanced gold projects Ollachea in Peru and Don Nicolas in Argentina. For more information, please visit www.minera-irl.com.

RBC Europe Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority and is acting as financial adviser to Minera and no one else in connection with the contents of this announcement and will not be responsible to anyone other than Minera for providing the protections afforded to clients, or for providing advice in relation to any matters referred to herein.

Dealing Disclosure Requirements:

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later,

following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

The Toronto Stock Exchange neither approves nor disapproves the information contained in this News Release.

Schedule “B”



Minera IRL Update Regarding a Potential Transaction with LionGold

THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAWS.

London, Toronto and Lima, October 8, 2013: Minera IRL Limited ("Minera" or the "Company") (TSX:IRL)(AIM:MIRL)(BVLAC:MIRL), the Latin America gold mining company, announces that, further to the Company's press release of Friday, October 4, 2013, regarding a potential transaction with LionGold Corp Ltd. ("LGC"), the Company notes that on October 4, 2013, the Singapore Exchange ("SGX") temporarily suspended trading in the shares of LGC to "safeguard the interests of the market as there could be circumstances that would result in the market not being fully informed".

On October 6, 2013, the SGX announced that it would lift the suspension of trading securities of LGC on October 7, 2013, and concurrently declared LGC "and its related securities as Designated Security with the following trading restrictions: (i) prohibited sale of shares unless the seller holds the Designated Securities in the quantity to be sold; and (ii) prohibited purchase of shares unless the buyer makes cash payment at the time of order execution."

The Company is continuing to monitor the situation and engage in discussions with LGC to determine the impact of these developments.

In accordance with Rule 30.4 of the Takeover Code, a copy of this announcement will be available on Minera's website at www.minera-irl.com by no later than 12 noon on October 9, 2013.

For more information please contact:

Minera IRL	+511 418 1230
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Dealing Disclosure Requirements:

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If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3. Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by

any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Some of the statements contained in this release are forward-looking statements, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggestions herein. Except as required by applicable law or regulation, Minera IRL does not intend to update any forward-looking statements to conform these statements to actual results.

Neither the Toronto Stock Exchange nor the Lima Stock Exchange approves or disapproves the information contained in this News Release.