



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt about the contents of this document, you should immediately consult an appropriately authorised independent financial adviser in your jurisdiction.**

If you have sold or otherwise transferred all of your shares in Mineral IRL Limited (the **Company**), please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for forwarding to the purchaser or transferee. However, these documents should not be sent or forwarded into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction.

If you have sold or transferred only some of your shares in the Company, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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**MINERA IRL LIMITED**

(Incorporated in Jersey with registered number 94923)

**NOTICE OF 2014 ANNUAL GENERAL MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

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A notice convening the 2014 annual general meeting of the Company, to be held at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW on 8 May 2014 at 11 a.m (British Summer Time) is set out in this document.

A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon as soon as possible but in any event so as to be received by the Company's registrars, Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom, by facsimile +44 (0) 870 703 6322 or by email at [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) by not later than 11 am (British Summer Time) on 6 May 2014. Shareholders on the Canadian Registry may return their proxy to Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1 Canada. The completion and return of a form of proxy will not preclude you from attending and voting in person at the annual general meeting should you wish to do so.

If you hold beneficial interests in shares in the Company, for example, shares registered under the name of CDS & Co. (the registration name for The Canadian Depositary for Securities Limited, which acts as nominee for many Canadian brokerage firms) please see the notes on page 6 of this document in relation to how to register your vote.



## MINERA IRL LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "Meeting") of Minera IRL Limited (the "Company") will be held at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW on 8 May 2014 at 11 a.m. for the purpose of considering, and if thought fit, passing the following resolutions. Resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions.

#### **As ordinary business:**

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2013, and the report of the directors and the auditors thereon.
2. To re-elect Courtney Chamberlain as a director.
3. To re-elect Douglas Jones as a director.
4. To re-elect Napoleon Valdez as a director.
5. To elect Daryl Hodges as a director.
6. To re-appoint BDO LLP as auditors of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company and to authorise the directors to determine the auditors' remuneration.
7. To authorise the directors in accordance with Article 5.1 of the Articles of Association of the Company to allot up to a maximum of 114,434,302 ordinary shares, being 50% 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 of the Company.

#### **As special business:**

8. To authorise the directors in accordance with Article 6.4 of the Articles of Association of the Company to allot up to a maximum of 114,434,302 shares for cash, being 50% of the ordinary shares issued by the Company as at the date of the Notice of Meeting, otherwise than in accordance with Section 6.1 of the Articles of Association of the Company. This authority will expire on the date of the next annual general meeting of the Company.
9. To amend the Articles of Association of the Company by the deletion of Articles 31.2, 31.3 and 31.4.

*By Order of the Board of Directors*

Signed "Courtney Chamberlain"

Courtney Chamberlain

**Chairman**

Dated 31 March 2014

*Registered Office:*

Ordnance House

31 Pier Road

St Helier

Jersey JE4 8PW



#### IMPORTANT NOTES:

- (a) Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
- (b) The form of proxy, which must be used to make such appointment and give proxy instructions, accompanies this Notice.
- (c) To be valid the form of proxy must be received by post or (during normal business hours only) by hand by the Company's registrars, Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY, United Kingdom, by facsimile +44 (0) 870 703 6322 or by email at [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) by no later than 11 a.m. British Summer Time on 6 May 2014 (or 48 hours preceding the date and time for any adjourned meeting). Shareholders on the Canadian Registry may return their proxy to Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1 Canada.
- (d) Further information in relation to proxy voting and logistical matters can be found in the Management Information Circular accompanying this Notice on pages 4 to 7.

# MINERA IRL LIMITED

(Registered in Jersey with registered number 94923)  
Ordnance House  
31 Pier Road, St Helier,  
Jersey, JE4 8PW  
(website: [www.minera-irl.com](http://www.minera-irl.com))

## Management Information Circular

(all information as at 31 March 2014, unless otherwise noted)

### PERSONS MAKING THE SOLICITATION

This circular ("**Information Circular**") is furnished in connection with the solicitation of proxies being made by the management of Minera IRL Limited (the "**Company**") for use at the Annual General of the Company's shareholders (the "**Meeting**") to be held at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW on Wednesday, 8 May 2014 at 11:00 AM and for the purposes set forth in the accompanying Notice of Meeting.

Management of the Company does not contemplate a solicitation of proxies otherwise than by mail. The costs thereof will be borne by the Company.

### APPOINTMENT AND REVOCATION OF PROXIES

The person named by default in the accompanying form of proxy is the Chairman of the Meeting, who will be a director of the Company. **A shareholder has the right to appoint a person other than the Chairman of the Meeting (who need not be a shareholder) to represent him or her at the Meeting by inserting the name of his or her chosen person in the space provided for that purpose on the form.** A shareholder intending to appoint a person other than the Chairman of the Meeting as his or her proxy should notify the intended appointee of his or her appointment, obtain his or her consent to act as proxy and should instruct him or her on how the shareholder's shares are to be voted. In any case, the form of proxy should be dated and executed by the shareholder or, where the form of proxy has been executed by a power of attorney or other authority (if any) of the shareholder, by the shareholder's power of attorney authorised in writing, with proof of such authorisation attached.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the registrar of the Company, Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY, United Kingdom, by facsimile +44 (0) 870 703 6322 or by email [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) by no later than 11 a.m. British Summer Time on 6 May 2014 (or 48 hours preceding the date and time for any adjourned meeting). Shareholders on the Canadian Registry may return their proxy to Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1 Canada. The deposit of a form of proxy does not prevent a shareholder attending and voting in person at the Meeting or at any adjourned meeting. A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A shareholder may not appoint more than one proxy to exercise rights attached to any one share. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointment being invalid.

In the case of joint holdings, only one holder may sign and the vote of the senior holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, seniority for this purpose being determined by the order in which the names stand in the register of members in respect of joint holdings.

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the shareholder or by his power of attorney authorised in writing and deposited either at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

### **ADVICE TO CREST MEMBERS**

Shareholders who hold their shares through the CREST system ("CREST members") may elect to utilize the CREST electronic proxy appointment service to appoint a proxy or proxies by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Computershare Investor Services PLC (ID 3RA50), by 11:00 am British Summer Time on 6 May 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time no message received through the CREST network will be accepted and any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertified Securities) (Jersey) Order 1999.

## ADVICE TO BENEFICIAL SHAREHOLDERS

The non-registered shareholders of the Company should review the information set forth in this section carefully. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the register of shareholders maintained by the Company’s registrar and transfer agent as the registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, those shares will, in all likelihood, not be registered in the shareholder’s name. Such shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or an agent of such broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the proxy form provided to them by their broker (or the broker’s agent) and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or the broker’s agent). All references to shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

### **Voting of Shares Represented by Proxies**

If a shareholder does not provide any voting indication in the form of proxy, the relevant proxy will vote or abstain from voting at his or her discretion. **Where the Chairman of the Meeting is appointed to act as proxy for a shareholder and no voting indication is specified by that shareholder in the relevant form of proxy the shares represented by such form of proxy will be voted by the Chairman in favour of all resolutions.**

A duly appointed proxy of a shareholder (including the Chairman of the Meeting) will also have discretion to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Meeting. To the knowledge of the Board of Directors of the Company, as at the date of this Information Circular, there are no such amendments or other matters to come before the Meeting.

Note that a vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes either for or against any resolution.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As at 31 March 2014, the Company had issued and outstanding 228,868,605 Ordinary Shares (each, a “**Share**”). Each Share entitles one (1) vote at the Meeting.

The Company has fixed 4 April 2014 as the record date for determination of persons entitled to receive notice of the Meeting (the “**Record Date**”). Only shareholders of record at the close of business on such date will be entitled to such notice.

In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that the time by which a person must be entered on the register of members of the Company in order to have the right to attend or vote at the Meeting is at 11 a.m. British Summer Time (6 a.m. Canadian Eastern Daylight Time) on 6 May 2014.

To the knowledge of the Directors and Executive Officers of the Company, there are no persons who, nor any company which, beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company, except for the following:

Name	No. of Shares Owned or Controlled <sup>(1)</sup>	Percentage of Outstanding Shares
Rio Tinto Mining and Exploration Limited	44,126,780	19.28%

1. Beneficial ownership of these shares is not known by the Company.

## **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors. For the purpose of this paragraph, a “Person” shall include each person or company: (a) who has been a director or executive officer of the Company at any time since the commencement of the Company’s last financial year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person or company included in subparagraphs (a) or (b).

## STATEMENT OF EXECUTIVE COMPENSATION

The Company believes that effective compensation strategies are critically important to driving the Company's success, and improving shareholder value. Compensation programs are structured to provide a strong positive correlation between the compensation of the Company's leaders, its corporate results and financial return to the shareholders. The programs support and enable the corporate vision, strategic priorities and the development of talent. They also reflect the Company's performance overall, embed ownership in the Company and encourage executives to take significant personal financial interest in the long-term health and growth of the organization.

The Company's approach to compensation is based on a "pay for performance" philosophy and practices are designed to provide an effective balance.

Set out below are particulars of compensation paid to the following persons (the "**Named Executive Officers**" or "**NEOs**"):

- a) the chief executive officer ("**CEO**");
- b) the chief financial officer ("**CFO**");
- c) each of the three most highly compensated executive officers of the Company, including its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year of the Company whose total compensation was, individually, more than \$150,000 for that financial year; and
- d) any individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

As at 31 December 2013, the end of the most recently completed financial year of the Company, the Company had five Named Executive Officers, whose names and positions held within the Company are set out in the summary compensation table below.

### Compensation Discussion and Analysis

This compensation discussion and analysis describes and explains the compensation program for the Named Executive Officers.

It is the responsibility of the Compensation Committee of the Board of Directors (the "**Board**") to determine the compensation for the executives of the Company. The Compensation Committee considers and evaluates executive compensation levels on an annual basis, and determines executive compensation levels with reference to compensation levels in the resources industry for companies with similar market capitalization and business activities.

The general objectives of the Company's compensation strategy are to (a) align the executives' compensation with the shareholders' interests; (b) provide compensation packages to attract and retain qualified, experienced and talented executives; and (c) encourage and reward a high level of performance with the benefit of increasing shareholder value.

The executive compensation program consists of three main elements (a) base salary; (b) participation in the Company's incentive stock option plan (the "**Stock Option Scheme**"); and (c) discretionary bonuses.

The base salary is used to provide the executives a set amount of money during the year with the expectation that each executive will fulfil his or her responsibilities to the level expected by the Company and in the best interest of shareholders.

The incentive stock option component of the Company's executive compensation program is intended to align the executives' compensation with the Company's Share price. The Company considers the granting of stock options an important element of compensation as it rewards executives for an increase in shareholder value. Stock options are awarded by the Board of Directors based on recommendations of the Compensation Committee. The Compensation Committee bases its decisions upon the level of responsibility and contribution of the individuals to the Company's goals and objectives. The Compensation Committee also takes into consideration the amount and terms of outstanding stock options in determining the options to be granted. Stock options are normally awarded on an annual basis. Finally, the Compensation Committee considers on an annual, case by case basis the awarding of a discretionary bonus to executives.

## Performance Graph

The following graph compares the year-end investment value of the total cumulative shareholder return for \$100 invested in Ordinary Shares of the Company against the cumulative total return of the S&P/TSX Composite Index and S&P/TSX Composite Gold Index since the date of public trading on the TSX (being 30 April 2010) for the four fiscal years ended 31 December 2010 to 2013.



	30-Apr-2010	31-Dec-2010	31-Dec-2011	31-Dec-2012	31-Dec-2013
Minera IRL Limited - IRL	100	141	105	76	17
S&P/TSX Composite Index	100	110	98	102	112
S&P/TSX Global Gold Index	100	117	101	85	44

The trend in the above graph shows the Company's share price performance since April 2010 generally following, but with greater volatility than, that of the S&P TSX Composite Gold Index.

There is no obvious trend between total compensation of the NEOs and the Company's share performance for the period from April 2010 to 31 December 2013, notwithstanding decisions made by the Board of Directors to consider the additional time and effort contributed by each such executive, including in connection with the Company's progress at the Ollachea Gold Project and Don Nicolas Gold Project as well as in relation to financing initiatives. The Company significantly increased operational activities from April 2010 through 31 December 2013, relating mainly to the Ollachea Gold Project, and executive compensation increased during that period to a degree commensurate with such increased operations. Retention of the Company's executive officers is particularly important at this critical stage of mine development for the Ollachea Gold Project and Don Nicolas Project.

### Summary Compensation Table

The following table is a summary of compensation paid to the NEOs for the financial years ending 31 December 2013, 2012 and 2011.

Name and Principal Position	Year Ended Dec. 31	Salary (US\$)	Share-Based Awards (US\$)	Option-Based Awards (US\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (US\$)		Pension Value (US\$)	All Other Compensation (US\$)	Total Compensation (US\$)
					Annual Incentive Plans <sup>(2)</sup>	Long-Term Incentive Plans			
Courtney Chamberlain Executive Chairman/CEO	2013	491,667	Nil	43,256	6,870	Nil	Nil	15,655 <sup>(3)</sup>	557,448
	2012	450,000	Nil	73,169	53,243	Nil	Nil	17,583	593,995
	2011	273,280	Nil	Nil	39,032	Nil	Nil	20,290	332,602
Brad Boland CFO <sup>(4)</sup>	2013	232,009	Nil	30,215	Nil	Nil	Nil	Nil	262,224
Tim Miller Former CFO <sup>(5)</sup>	2013	104,525	Nil	6,456	Nil	Nil	Nil	9,225 <sup>(6)</sup>	120,206
	2012	268,740	Nil	62,272	123,618	Nil	Nil	23,936	478,566
	2011	244,698	Nil	Nil	31,454	Nil	Nil	22,137	298,289
Diego Benavides President Minera IRL SA	2013	276,000	Nil	25,824	16,360	Nil	Nil	81,264 <sup>(7)</sup>	399,448
	2012	265,000	Nil	62,272	46,636	Nil	Nil	66,983	440,891
	2011	240,000	Nil	Nil	34,310	Nil	Nil	61,667	335,977
Donald McIver Vice President Exploration	2013	234,000	Nil	22,596	28,893	Nil	Nil	98,174 <sup>(8)</sup>	383,663
	2012	225,000	Nil	54,488	40,806	Nil	Nil	95,563	415,857
	2011	210,000	Nil	Nil	29,503	Nil	Nil	86,793	326,296
Trish Kent Vice President Corporate Relations <sup>(10)</sup>	2013	156,000	Nil	16,140	10,997	Nil	Nil	54,381 <sup>(9)</sup>	257,129
	2012	150,000	Nil	38,920	19,075	Nil	Nil	49,134	257,129
	2011	90,000	Nil	Nil	13,435	Nil	Nil	50,200	153,635

1. The Company uses the Black-Scholes option pricing model for determining the fair value of the stock options issued at grant date. These values do not represent actual amounts received by the NEOs as the gain, if any, will depend on the market value of the Shares on the date that the option is exercised. No options were awarded or vested in 2011.
2. The Company does not currently have a formal annual incentive plan or long term incentive plan for any of its executive officers, including its NEOs, but may award discretionary bonus payments from time to time. The annual incentive payments in the above table includes the payment by the Company's Peruvian operating subsidiary, Minera IRL SA, of Workers' Profit Participation as required by relevant law. The Workers' Profit Participation is based on 8% of profit before tax for Minera IRL SA. The Company may compensate executive officers who are not employed by Minera IRL SA, so as not to disadvantage these executive officers.

- Courtney Chamberlain was paid other compensation in the form of Peruvian national medical insurance as required by relevant law and private medical insurance.
- Brad Boland commenced with the Company on 1 March 2013 and was appointed CFO on 1 April 2013.
- Tim Miller commenced as CFO on 1 January, 2011. Prior to his commencement as CFO, he was Vice President Corporate Finance. On 1 April 2013, Tim Miller retired as CFO and was replaced by Brad Boland.
- Tim Miller was paid other compensation in the form of payment to his superannuation plan.
- Diego Benavides was paid other compensation in the form of Peruvian national medical insurance and pension as required by relevant law, private medical insurance, life insurance, and living allowance.
- Donald McIver was paid other compensation in the form of Peruvian national medical insurance and pension as required by relevant law, private medical insurance, life insurance, and living allowance.
- Trish Kent was paid other compensation in the form of Peruvian national medical insurance and pension as required by relevant law, private medical insurance, life insurance, and living allowance.
- Effective 1 January 2014, Trish Kent resigned as Vice President Corporate Relations, but continues to provide services to the Company under a consulting arrangement.

## Incentive Plan Awards

### *Outstanding share-based awards and option-based awards*

The following table summarizes all awards outstanding at the end of the most recently completed financial year for the Named Executive Officers.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (£)	Option Expiration Date	Value of Unexercised in-the-money Options (US\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Current Market or Payout Value of Share-Based Awards That Have Not Vested (£)
Courtney Chamberlain	750,000	£0.9125	17 Nov. 2014	Nil	N/A	N/A
	500,000	£1.08	17 Nov. 2015	Nil		
	470,000	£0.8063	3 Apr. 2017	Nil		
	670,000	£0.15	15 Nov. 2018	Nil		
Brad Boland	300,000	£0.2469	17 May 2018	Nil	N/A	N/A
	100,000	£0.15	15 Nov. 2018	Nil		
Tim Miller	150,000	£0.9125	17 Nov. 2014	Nil	N/A	N/A
	250,000	£1.08	17 Nov. 2015	Nil		
	400,000	£0.8063	3 Apr. 2017	Nil		
	100,000	£0.15	15 Nov. 2018	Nil		
Diego Benavides	250,000	£0.9125	17 Nov. 2014	Nil	N/A	N/A
	300,000	£1.08	17 Nov. 2015	Nil		
	400,000	£0.8063	3 Apr. 2017	Nil		
	400,000	£0.15	15 Nov. 2018	Nil		
Donald McIver	50,000	£0.62	18 Mar. 2013	Nil	N/A	N/A
	200,000	£0.9125	17 Nov. 2014	Nil		
	250,000	£1.08	17 Nov. 2015	Nil		
	350,000	£0.8063	3 Apr. 2017	Nil		
	350,000	£0.15	15 Nov. 2018	Nil		
Trish Kent	150,000	£0.9125	17 Nov. 2014	Nil	N/A	N/A
	200,000	£1.08	17 Nov. 2015	Nil		
	250,000	£0.8063	3 Apr. 2017	Nil		
	250,000	£0.15	15 Nov. 2018	Nil		

- In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option exercise price. The AIM closing price for the Shares of the Company was £0.1112 on 31 December 2013. The Value of Unexercised in-the-money Options was converted to US\$ using the US\$:GBP exchange of 1.6488 on 31 December 2013.

### *Incentive plan awards*

The following table sets forth details of the value vested or earned by the NEOs for option-based awards and share-based awards for the most recently completed financial year.

<b>Name</b>	<b>Option-based awards - Value vested during the year <sup>(1)</sup> (US\$)</b>	<b>Share-based awards - Value vested during the year (US\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year <sup>(2)</sup> (US\$)</b>
Courtney Chamberlain	Nil	N/A	6,870
Brad Boland	Nil	N/A	Nil
Tim Miller	Nil	N/A	Nil
Diego Benavides	Nil	N/A	16,360
Donald McIver	Nil	N/A	28,893
Trish Kent	Nil	N/A	10,997

1. Value vested during the year is calculated by subtracting the market price of the Company's Shares on the date the option vested (being the closing price of the Company's Shares on AIM on the last trading day prior to the vesting date) from the exercise price of the option, converted to US\$.
2. The non-equity incentive payments in the above table includes the payment by the Company's Peruvian operating subsidiary, Minera IRL SA, of Workers' Profit Participation as required by relevant law. The Workers' Profit Participation is based on 8% of profit before tax for Minera IRL SA.

The Company has a Stock Option Scheme for the benefit of directors, employees and consultants of the Company. The purpose of the scheme is to provide incentives to those people whose efforts and skills are most important to the success of the Company, and to ensure that the interests of the management of the Company are fully aligned with the interests of shareholders.

The key features of the Stock Option Scheme are as follows:

- a) The eligible participants are directors, employees, consultants, and service providers to the Company and its subsidiaries.
- b) The number of stock options issuable to insiders, at any time, under all security based compensation arrangements of the Company, cannot exceed 10% of the issued and outstanding Shares; and the number of stock options issued to insiders within any one year period, under all security based compensation arrangements, cannot exceed 10% of the issued and outstanding Shares. The exercise of stock options provides room under the 10% limit for granting of new stock options.
- c) The aggregate number of Shares that may be reserved for issuance pursuant to the Stock Option Scheme to all participants is 10% of the Shares in issue at the time of grant of any incentive stock option, which is equal to 22,886,861 based on the issued and outstanding Shares as at the date of this Information Circular.
- d) The exercise price per Share may not be less than the market price at the time of issue of the relevant option. Market price for this purpose is defined as the lower of (i) the five day volume weighted average trading price of the Shares on the Exchange ending the day before grant, or (ii) the closing price of the Shares on the Exchange the day before grant.
- e) The Board of Directors determines, at the time of grant in accordance with the Stock Option Scheme, when the stock options vest and become exercisable by the relevant optionee, however, all stock options must be exercisable during a period not

extending beyond five years from the date of the option grant. The Board of Directors determines the periods within which options may be exercised and the number of Shares that may be exercised in any such period. In the event that the expiry of an option occurs during or within the ten (10) business days immediately after a Blackout Period, the expiry date of such option shall be deemed to be amended to a date that is ten (10) business days after the lifting of such Blackout Period.

- f) Other than in the event of death or termination with cause, stock options remain exercisable for 90 days following the termination of employment, consultancy, or non-executive directorship (as the case may be) or prior to the expiration of the stock option, whichever is sooner.
- g) In the event of death of the optionee, any stock options held by the optionee at the date of death shall remain exercisable by the optionee's legal heirs or personal representatives for 12 months after the date of death or prior to the expiration of the stock option, whichever is sooner.
- h) In the event of termination of an optionee with cause, the stock options held by such optionee shall expire immediately.
- i) In the event of a general offer to acquire shares in the capital of the Company or a take-over of the Company as a result of which the offeror obtains control of the Company, the Board of Directors has the discretion to amend the terms of the relevant plan so that the optionee is able to tender pursuant to such offer the Company's shares receivable on exercise of the options held by such optionee.
- j) Stock options are not assignable or transferable other than by will or by the applicable laws of descent.
- k) The Board of Directors may from time to time, subject to applicable law and to the prior approval, if required, of the stock exchange or any other regulatory body having authority over the Company or the Stock Option Scheme or, if required by the rules and policies of the stock exchange, the shareholders of the Company, suspend, terminate or discontinue the Stock Option Scheme at any time, or amend or revise the terms of the Stock Option Scheme or of any stock option granted under the Stock Option Scheme and the Option Agreement relating thereto, provided that no such amendment, revision, suspension, termination or discontinuance shall in any manner adversely affect any stock option previously granted to an optionee under the Stock Option Scheme without the consent of that optionee. Shareholder approval is required to make the following amendments to the Stock Option Scheme plans: (a) amendments to remove or exceed insider participation limits; and (b) amendments to increase the maximum number of securities issuable under such plans.
- l) The Board of Directors may from time to time, subject to applicable law and if required, approval of the Toronto Stock Exchange, without shareholder approval, permit the following amendments to the Stock Option Scheme: (a) amendments of a "housekeeping" nature; (b) a change to the vesting provisions of a stock option or the stock option scheme; (c) a change to the termination provisions of a stock option or the Stock Option Scheme which does not entail an extension beyond the original expiry date; and (d) the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying stock options from the Stock Option Scheme reserve.

## **Pension Plan Benefits**

The Company does not have any pension plan benefits applicable to the NEOs.

## **Termination and Change of Control Benefits**

Pursuant to an employment agreement dated November 29, 2012, and as amended from time to time, between the Company and Courtney Chamberlain, a basic annual gross pre-tax salary of US\$500,000 per annum is payable to Mr. Chamberlain from 1 January 2013 (effective 30 November 2013, the salary was voluntarily reduced to US\$400,000 per annum on a temporary basis), which is subject to annual review by the Board of Directors. The agreement is a one year rolling contract of employment but may be terminated by Mr. Chamberlain on not less than three months' notice and by the Company at any time without notice. Under the terms of the employment agreement, Mr. Chamberlain will be entitled to a payment of entitlements of one year of service for any termination by the Company, with the exception of termination for misconduct. Mr. Chamberlain is entitled to participate in the Company's Stock Option Scheme. Mr. Chamberlain is also entitled to life and medical insurance coverage. In the event of a change of control of the Company or its subsidiary, Minera IRL SA, and Mr. Chamberlain is terminated or there is a significant change in job role, Mr. Chamberlain will be entitled to a two year salary severance entitlement (at US\$500,000 per annum).

On 1 March 2013, the Company entered into a consulting agreement with Brad Boland pursuant to which Mr. Boland would provide management consulting services in his capacity as Chief Financial Officer of Minera IRL Limited in addition to establishing and maintaining an office in Toronto, Canada. The base fees for Mr. Boland's services are C\$295,000 per annum (effective 30 November 2013, the base fees were voluntarily reduced to C\$238,000 per annum on a temporary basis), plus applicable tax, together with reimbursement for travel and other business expenses incurred on behalf of the Company. The agreement may be terminated by either party with two months' notice and the Company reserves the right to pay two months' fees in lieu of performing out the notice period. Mr. Boland is entitled to participate in the Company's Stock Option Scheme. In the event of a change of control of the Company or its subsidiary, Minera IRL SA, and Mr. Boland is terminated or there is a significant change in job role, Mr. Boland will be entitled to a lump sum payment equal to one year's base fees (C\$295,000).

Pursuant to an employment agreement dated November 29, 2012, and as amended from time to time, between the Company and Tim Miller, a base annual gross pre-tax salary of AUD\$271,000 per annum was payable to Mr. Miller from 1 January 2013 (subject to an annual review). On 1 April 2013, Mr. Miller resigned as CFO of the Company and the employment agreement was terminated on 10 January 2014. The agreement had no fixed term and was subject to termination by either party with two months' notice. Under the terms of the agreement, the Company reserved the right to pay two months' salary entitlements in lieu of working out the notice period. In the event of termination of the agreement contract by the Company for any reason other than misconduct (in which case the termination benefits referred to below would not have applied) Mr. Miller was entitled to two months' pay for the first completed year of service and an additional one month of pay for each subsequent year of completed service. Mr. Miller was entitled to participate in the Company's Stock Option Scheme, and to a contribution by the Company to a superannuation scheme. In the event of a change of control of the Company or Minera IRL SA, and Mr. Miller was terminated or there was a significant change in job role, Mr. Miller was entitled to a one year salary severance entitlement.

Pursuant to an employment agreement dated 29 November 2012, and as amended from time to time, between Minera IRL SA and Diego Benavides, a base annual gross pre-tax salary of US\$276,000 per annum is payable to Mr. Benavides from 1 January 2013, subject to an annual review. This agreement is of indefinite duration subject to termination by either party (and in the case of Mr. Benavides, on two months' notice). In the event of termination of this contract by Minera IRL SA for any reason other than misconduct (in which case the termination benefits referred to below will not apply) Mr. Benavides is entitled to two months' pay for the first completed year of service and an additional one month of pay for each subsequent year of completed service (although subject to the right of Minera IRL SA to pay this service entitlement in lieu of notice). Mr. Benavides is also entitled to participate in the Company's Stock Option Scheme, and to a living allowance and life and medical insurance coverage. In the event of a change of control of the Company or Minera IRL SA, and Mr. Benavides is terminated or there is a significant change in job role, Mr. Benavides will be entitled to a one year salary severance entitlement.

Pursuant to an employment agreement dated 29 November 2012, and as amended from time to time, between Minera IRL SA and Donald McIver, a base annual gross pre-tax salary of US\$234,000 per annum is payable to Mr. McIver from the 1 January 2013, subject to an annual review. This agreement is of indefinite duration subject to termination by either party (and in the case of Mr. McIver, on two months' notice). In the event of termination of this contract by Minera IRL SA for any reason other than misconduct (in which case the termination benefits referred to below will not apply) Mr. McIver is entitled to two months' pay for the first completed year of service and an additional one month of pay for each subsequent year of completed service (although subject to the right of Minera IRL SA to pay this service entitlement in lieu of notice). Mr. McIver is also entitled to participate in the Company's Stock Option Scheme, and to a living allowance and life and medical insurance coverage. In the event of a change of control of the Company or Minera IRL SA, and Mr. McIver is terminated or there is a significant change in job role, Mr. McIver will be entitled to a one year salary severance entitlement.

Pursuant to an employment agreement dated 29 November 2012, and as amended from time to time, between Minera IRL SA and Trish Kent, a base annual gross pre-tax salary of US\$156,000 per annum is payable to Ms. Kent from the 1 January 2013, subject to an annual review. Effective 1 January 2014, Ms. Kent resigned as Vice President Corporate Relations of the Company and the employment agreement was terminated. Ms. Kent has continued to provide services to the Company under a consulting arrangement. The terminated employment agreement was of indefinite duration subject to termination by either party (and in the case of Ms. Kent, on two months' notice). In the event of termination of the employment agreement by Minera IRL SA for any reason other than misconduct (in which case the termination benefits referred to below would not apply) Ms. Kent would have been entitled to two months' pay for the first completed year of service and an additional one month of pay for each subsequent year of completed service (although subject to the right of Minera IRL SA to pay this service entitlement in lieu of notice). Ms. Kent continues to be entitled to participate in the Company's Stock Option Scheme under the consulting arrangement and is also entitled to a living allowance, and life and medical insurance coverage. Under the terms of her employment agreement, in the event of a change of control of the Company or Minera IRL SA, and Ms. Kent was terminated or there was a significant change in job role, Ms. Kent was entitled to a one year salary severance entitlement, but this benefit terminated upon her resignation.

## Director Compensation

Directors of the Company that are not also NEOs of the Company (“**non-executive directors**”) receive directors’ fees. From 1 January 2013, fees for all non-executive directors were set at US\$47,000 per annum, except for Graeme Ross whose fees were set at £29,500 per annum, representing a per annum increase from US\$45,000 and £28,000, respectively, from fees paid to non-executive directors for 2012. In February 2013, **after considering the Company’s financial position, the Board approved and implemented with retroactive effect to January 2013** a 50% reduction in their directors’ fees for the 2013 financial year. In the first quarter of 2014, the Board extended the reduction in fees to apply to the **2014 financial year as well**. All directors are also reimbursed for travel and other out-of-pocket expenses incurred in attending meetings or to conduct Company business. Directors are eligible to participate in the Company’s Stock Option Scheme. Stock options are generally awarded to directors when they are first elected by the shareholders or appointed by the Board and periodically thereafter.

### Director Compensation Table

The following table is a summary of all compensation provided to the non-executive directors of the Company for the most recently completed financial year.

Name	Fees Earned (US\$)	Share-Based Awards (US\$)	Option-Based Awards (US\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (US\$)	Pension Value (US\$)	All Other Compensation (US\$)	Total (US\$)
Douglas Jones	23,525	Nil	10,330	Nil	Nil	Nil	33,855
Graeme Ross <sup>(2)</sup>	23,245	Nil	10,330	Nil	Nil	Nil	33,575
Napoleon Valdez Ferrand	23,525	Nil	10,330	Nil	Nil	Nil	33,855
Kenneth Judge <sup>(3)</sup>	11,750	Nil	Nil	Nil	Nil	Nil	11,750

1. The Company uses the Black-Scholes option pricing model for determining the fair value of the stock options issued at grant date. These values do not represent actual amounts received by the NEOs as the gain, if any, will depend on the market value of the Shares on the date that the option is exercised.
2. Graeme Ross resigned as a director of the Company on 10 February 2014.
3. Kenneth Judge did not stand for re-election at the Company’s Annual General and Special Meeting held on 10 July 2013. The “Fees Earned” in respect to Ken Judge reflect payments to Hamilton Capital Partners, with which Mr. Judge is associated.

In addition to being a director of the Company, Courtney Chamberlain is also a NEO. For disclosure regarding Courtney Chamberlain’s compensation, please refer to the “Summary Compensation Table” above.

## Outstanding Share-Based Awards and Option-Based Awards

The following table is a summary of all the awards to the Directors of the Company that were outstanding at the end of the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (£)	Option Expiration Date	Value of Unexercised in-the-money Options (US\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Current Market or Payout Value of Share-Based Awards That Have Not Vested (£)
Doug Jones	100,000	£0.9125	17 Nov. 2014	Nil	N/A	N/A
	120,000	£1.08	17 Nov. 2015	Nil		
	160,000	£0.8063	3 Apr. 2017	Nil		
	160,000	£0.15	15 Nov. 2018	Nil		
Graeme Ross <sup>(3)</sup>	50,000	£0.9125	17 Nov. 2014	Nil	N/A	N/A
	120,000	£1.08	17 Nov. 2015	Nil		
	160,000	£0.8063	3 Apr. 2017	Nil		
	160,000	£0.15	15 Nov. 2018	Nil		
Napoleon Valdez Ferrand	50,000	£0.725	2 Jul. 2015	Nil	N/A	N/A
	120,000	£1.08	17 Nov. 2015	Nil		
	160,000	£0.8063	3 Apr. 2017	Nil		
	160,000	£0.15	15 Nov. 2018	Nil		

1. In addition to being a director of the Company, Courtney Chamberlain is also a NEO. For disclosure regarding Courtney Chamberlain's option-based awards outstanding at the end of the most recently completed financial year, please refer to the "Incentive Plan Awards" table above.
2. In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option exercise price. The AIM closing price for the Shares of the Company was £0.1112 on 31 December 2013. The Value of Unexercised in-the-money Options was converted to USD using the USD: GBP exchange of 1.6488 on 31 December 2013.
3. Graeme Ross resigned as a director of the Company on 10 February 2014.

## Incentive Plan Awards – Value Vested During the Year

The following table is a summary of the value vested or earned during the most recently completed financial year for the directors of the Company.

Name	Option-based awards – Value vested during the year (US\$) <sup>(2)</sup>	Share-based awards – Value vested during the year (US\$)	Non-equity incentive plan compensation – Value earned during the year (US\$)
Doug Jones	Nil	N/A	N/A
Graeme Ross <sup>(3)</sup>	Nil	N/A	N/A
Napoleon Valdez Ferrand	Nil	N/A	N/A
Kenneth Judge <sup>(4)</sup>	Nil	N/A	N/A

1. In addition to being a director of the Company, Courtney Chamberlain is also a NEO. For disclosure regarding Courtney Chamberlain's option-based awards outstanding at the end of the most recently completed financial year, please refer to the "Incentive Plan Awards – Value Vested or Earned During The Year" table above.
2. Value vested during the year is calculated by subtracting the market price of the Company's Shares on the date the option vested (being the closing price of the Company's Shares on AIM on the last trading day prior to the vesting date) from the exercise price of the option.
3. Graeme Ross resigned as a director of the Company on 10 February 2014.
4. Kenneth Judge did not stand for re-election at the Company's Annual General and Special Meeting held on 10 July 2013.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The below table is a summary of securities issued and issuable under all equity compensation plans of the Company as at 31 December 2013.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	12,010,000	US\$1.1139	6,272,423
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	12,010,000	US\$1.1139	6,272,423

1. The weighted average exercise price of outstanding options was converted from GBP to US\$ using an US\$: GBP exchange rate of 1.6488 as at 31 December 2013.

As of the date of this Information Circular, the Company has options outstanding under the Stock Option Plans to purchase up to 12,010,000 Shares (representing approximately 5.25% of the issued and outstanding Shares), leaving unallocated options with respect to an aggregate of 10,876,861 Shares available for future grants (representing approximately 4.75% of the outstanding Shares), based on the number of Shares outstanding on the date of this Information Circular. At the date of this Information Circular, the Company does not have any other security based compensation arrangement.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

### Aggregate Indebtedness

At 31 March 2014, there was no outstanding indebtedness owed to either:

- a) the Company or any of its subsidiaries, or
- b) any other entity which is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries,

by any current or former director, executive officer or employee, of the Company or any of its subsidiaries.

### Indebtedness under Securities Purchase and Other Programs

In addition, at the date of this Information Circular there is no, and at no time during the most recently completed financial year was there any, indebtedness for security purchase programs or any other programs owing to:

- a) the Company or any of its subsidiaries, or
- b) to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries,

by any individual (a) who is, or at any time during the most recently completed financial year of the Company was, a director or executive officer of the Company, or (b) who is a proposed nominee for election as a director of the Company, or (c) who is an associate of any such director, executive officer or proposed nominee.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person of the Company, proposed director of the Company, or any associate or affiliate of any informed person or proposed director, has a direct or indirect material interest, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

## **MANAGEMENT CONTRACTS**

No management functions of the Company or any of its subsidiaries are performed to any substantial degree by a person other than the Directors or executive officers of the Company or subsidiary.

## **AUDIT COMMITTEE**

Under National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators, companies are required to provide disclosure with respect to their audit committee including the text of the audit committee's charter, composition of the audit committee and the fees paid to the external auditor. This information is provided in the Company's annual information form dated 31 March 2014 (the "AIF") with respect to the fiscal year ended 31 December 2013. The AIF is available for review by the public on the SEDAR website located at [www.sedar.com](http://www.sedar.com) under the heading "Company Profiles - Minera IRL Limited" and may also be obtained free of charge by sending a written request to the Company at the Company's head office located at Av. Santa Cruz 830, Of. 402, Miraflores, Lima 18, Peru.

## **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") of the Canadian Securities Administrators requires each reporting issuer to disclose its corporate governance practices on an annual basis.

Set out below is a description of the Company's approach to corporate governance.

## Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with the Company. A “material relationship” is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment. The Board is currently comprised of four members, of whom the Board has determined that three such members are “independent directors” within the meaning of NI 58-101, and one such member is a “non-independent director”.

Mr. Chamberlain is a non-independent director by reason of his executive position and duties with the Company.

Messrs Jones, Valdez and Hodges are considered independent directors since they are independent of management and free from any material relationship with the Company. The basis for this determination is that none of the independent directors have worked for the Company, received remuneration from the Company (over and above their directors’ entitlements) or had material contracts with or material interests in the Company which could interfere with their ability to act with a view to the best interests of the Company.

The Board has a majority of independent directors as noted above.

The Board considers that its current composition is appropriate given the size and operations of the Company. The Board believes its current structure includes an appropriate mix of skills and expertise relevant to the Company's business.

The following directors of the Company are also directors of the following other reporting issuers:

Director	Other Reporting Issuers
Doug Jones	Chalice Gold Mines Limited (ASX & TSX) Serabi Gold Plc (AIM & TSX)

In carrying out its mandate, the Board met 17 times during fiscal year ended 31 December 2013. The following table sets out attendance by the directors at meetings of the Board during this period.

Director	Meetings Attended
Courtney Chamberlain	17
Doug Jones	15
Kenneth Judge <sup>(1)</sup>	2
Graeme Ross <sup>(2)</sup>	14
Napoleon Valdez Ferrand	14
Daryl Hodges <sup>(3)</sup>	-
1. Kenneth Judge did not stand for re-election at the Company’s 2013 AGM held on 10 July 2013.	
2. Graeme Ross resigned as a director of the Company on 10 February 2014.	
3. Daryl Hodges was appointed as a director of the Company on 10 February 2014.	

The Board believes that it functions independently of management. To enhance its ability to act independently of management, if and when necessary, the Board may meet in the absence of members of management and the non-independent directors, may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate.

The Board continues to consider its structure and composition with regard to the Company's future direction. Given the size and constitution of the Board, and current stage of development of the Company, the Board believes that the mandate of the Board will be sufficient to adequately facilitate open and candid discussion amongst the independent directors during the current year.

### **Board Mandate**

The Board's responsibility is to supervise the executive managers of the business and affairs of the Company and to act with a view to the best interests of the Company and its shareholders. In the discharge of this responsibility, the Board oversees and reviews directly or through its various committees, the Company's results of operations, significant corporate plans and business initiatives, including the development and implementation of the annual business plan, strategic plans, major acquisitions and divestitures, public communications policies, the Company's senior management recruitment, assessment and succession processes and the Company's internal control and management information systems to identify and manage principal business risks. The Board is also responsible for reviewing its size and the compensation paid to its members, to ensure that the Board can fulfil its duties effectively and that its members are adequately compensated for assuming the risks and carrying out the responsibilities of their positions. The Board considers, as a general rule, that management should speak for the Company in its communications with shareholders and the investment community, in the context of shareholder and investor relations programs reviewed and approved periodically by the Board.

### **Position Description**

Given the small size of the Company's infrastructure, the Board does not feel that it is necessary at this time to formalize position descriptions or corporate objectives for any of the Executive Chairman of the Board or the Chairman of each committee of the Board, or the Chief Executive Officer in order to delineate their respective responsibilities. Accordingly, the roles of the executive officers of the Company are delineated on the basis of customary practice.

### **Orientation and Continuing Education**

While the Company currently has no formal orientation and education program for new Board members, sufficient information (such as recent annual reports, prospectuses, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new Board member to ensure that new directors are familiarized with the Company's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Company also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

### **Ethical Business Conduct**

The Company does not have a written code of conduct for its directors, officers, and employees. However, a director, in the exercise of his or her functions and responsibilities, is required to act with complete honesty and good faith in the best interests of the corporation. He or she must also act in accordance with the applicable laws, regulations and policies. In the event of a conflict of interest, a director is required to declare the nature and extent of any material interest he or she has in any important contract or proposed contract of the Company as soon as he or she has knowledge of the contract or of the Company's intention to consider or enter into the proposed contract. In such circumstances, the director in question shall abstain from voting on the subject.

### **Nomination of Directors**

The full Board has assumed responsibility for the recommendation for appointment and assessment of directors. While there are no specific criteria for Board membership, the Company attempts to attract and maintain directors with business knowledge and a particular knowledge of mineral exploration and development or other areas (such as accounting, legal, finance or business) which provide knowledge which would assist in providing guidance to the officers of the Company. As such, nominations tend to be the result of recruitment efforts and discussions amongst the directors, prior to the consideration of the Board as a whole.

The Board is comprised of a majority of independent directors. The Board deals with any conflicts of interest that may occur when convening by ensuring the director with conflicting interests is not party to the relevant discussions.

### **Compensation Committee**

The members of the Compensation Committee are as follows:

- Mr. Douglas Jones – independent non- executive director (Chair)
- Mr. Napoleon Valdez – independent non- executive director

The Board considers that the composition of the Compensation Committee is, and continues to be, appropriate given the current size and operations of the Company. The Board continues to regularly review its composition in light of the Company's circumstances and future direction and will appoint additional independent directors if considered appropriate. The Committee is comprised of independent directors.

The responsibilities of the Compensation Committee include:

1. Conduct a periodic review, not less than annually, and report to the Board for approval of any recommended changes of the following:
  - a. Chief Executive Officer's salary and the general salary structure of the Company and its subsidiaries, and salary administration procedures;
  - b. employee pension plans and trends and developments in the pension area; and
  - c. employee benefits generally, including the Company's Stock Option Scheme and any other plans.
2. Review incentive bonus arrangements for senior officers and, if and when approved by the Board, oversee the implementation and administration thereof.
3. Ensure compliance with compensation disclosure requirements and approve the report on executive compensation for the Company's Information Circular.
4. Annually review the adequacy and form of compensation of the Directors to ensure the compensation realistically reflects the responsibilities and risk involved in being an effective Director and make appropriate recommendations to the Board for approval.
5. At the request of the Board, consider any other matters which would assist the Directors to meet their responsibilities regarding compensation matters.
6. Report to the Board as required.

### **Other Board Committees**

Other than the Audit Committee and the Compensation Committee, there are no other committees. For information regarding the Company's Audit Committee, see "Audit Committee" in this Information Circular.

## Assessments

The entire Board is responsible for regularly assessing the effectiveness and contribution of the Board, its members and committees. Doug Jones serves as a director for other public companies and brings that experience to the Board in connection with its assessment of the Board, its members and committees.

## DESIGNATED FOREIGN ISSUER

The Company is a “designated foreign issuer” as such term is defined in National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* of the Canadian Securities Administrators, and in addition to applicable securities laws in Canada and the TSX Policies the Company is also subject to the applicable foreign regulatory requirements of the AIM market of the London Stock Exchange plc., the Lima Stock Exchange (*Bolsa de Valores de Lima*), and other applicable securities laws and regulatory authorities in Jersey, the United Kingdom and Peru. **Because the Company is a “designated foreign issuer”, the Company is permitted to satisfy certain of the obligations of applicable securities laws in Canada, including many of its disclosure obligations, by relying upon compliance with the requirements of the applicable foreign regulators and foreign securities laws. In addition, persons or companies may be permitted to satisfy the early warning and insider reporting requirements of applicable Canadian securities laws by complying with the comparable requirements of applicable foreign regulators and foreign law requirements. Accordingly, the disclosure made by the Company, and persons and companies with an interest in the Company, may differ from the disclosure that would be required to be provided by the Company, or by such persons and companies, if the Company were not a “designated foreign issuer”.**

## ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The financial information of the Company is provided in the Company’s comparative financial statements and Management’s Discussion and Analysis for its most recently completed financial year. Shareholders may contact the Company’s CFO at the following address, telephone or fax number to request copies of the Company’s financial statements and Management’s Discussion and Analysis.

Minera IRL Limited  
Av. Santa Cruz 826 – 830, Piso 4  
Miraflores, Lima, 18  
Peru  
Telephone: +51 1 418 1230  
Fax: +51 1 418 1270

## BUSINESS OF THE MEETING

As noted above, where the Chairman of the Meeting is appointed to act as proxy for a shareholder and no voting indication is specified by that shareholder in the relevant form of proxy the shares represented by such form of proxy will be voted by the Chairman in favour of all resolutions proposed at the Meeting.

### Financial Statements of the Company

Resolution 1 is to receive and adopt the Company's audited financial statements for the year ended 31 December 2013, and the report of the Directors and the Auditors thereon. A copy of these financial statements can be obtained at the Company's web site, [www.minera-irl.com](http://www.minera-irl.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

### Election of Directors

Resolutions 2, 3, 4, and 5 relate to the election, or re-election, as applicable, of directors.

The Company's Articles of Association provide that at every annual general meeting, one-third of the directors shall retire from office or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if any director has at the start of the annual general meeting been in office for more than three years since their appointment or reappointment, they shall retire; and if there is only one director who is subject to retirement by rotation, he shall retire. However, as required by the rules, regulations and policies of the TSX ("**TSX Policies**"), all of the directors of the Company must be elected or re-elected annually. Accordingly, each of the directors currently in office offers himself for election or re-election (as the case may be) to hold office until the next annual meeting.

Four directors are proposed to be elected or re-elected to the Company's Board of Directors at the Meeting and each intends to hold office until the next annual meeting. At the Meeting it is proposed that each of Courtney Charles Chamberlain, Daryl John Hodges, Douglas A. Jones, and Napoleon Oscar Valdez Ferrand (the "**Proposed Nominees**") be elected or re-elected as directors of the Company.

Pursuant to Article 26 of the Articles of Association of the Company, if a resolution to re-appoint a director is not passed, the relevant director shall be deemed to have retired with effect from the end of the Meeting.

In addition, the Board of Directors has adopted a policy stipulating that if the votes in favour of the election of a nominee director at a shareholders' meeting represent less than a majority of the shares voted and withheld, the nominee will submit his or her resignation promptly after the meeting to the Board of Directors, to be effective upon acceptance by the Board of Directors. The Board of Directors will review the circumstances of the election and determine whether or not to accept the tendered resignation as soon as reasonably possible and in any event within 90 days of the election. Subject to any corporate law restrictions, the Board of Directors may fill any resulting vacancy through the appointment of a new director. The nominee will not participate in any Board deliberations on the offered resignation. The policy does not apply in circumstances involving contested director elections.

All of the Proposed Nominees are currently directors of the Company. If, prior to the Meeting, any of the listed Proposed Nominees should become unavailable to serve, the

board of directors may recommend an alternative appointee and duly appointed proxies (including the Chairman of the Meeting) will have the right to use their discretion as to whether or not to vote for or against any resolution to appoint any such alternative appointee. Directors elected or re-elected at the Meeting will hold office from and after the conclusion of the Meeting until the conclusion of the next annual general meeting.

The following table sets out the names of the Proposed Nominees for election as a director, the province or state and country in which ordinarily resident, the period or periods during which each has served as a director, positions held in the Company, their present principal occupations and number of Shares of the Company or shares of any of its subsidiaries beneficially owned by each, or controlled or directed, directly or indirectly as at the date hereof.

Name, Position with the Company and Province/State and Country of Residence	Note	Principal Occupation During the Last Five Years	Director Since & Last Appointed or Reappointed	Ownership or Control over voting Shares
<b>Courtney Charles Chamberlain</b> Executive Chairman Victoria, Australia		Executive Chairman Minera IRL Limited	28 August 2003 & 10 July 2013	3,692,692
<b>Daryl John Hodges</b> Non-Executive Director Ontario, Canada	(1)	Director of Ladykirk Capital Advisors  Non-Executive Director Minera IRL Limited	10 February 2014 & 10 February 2014	15,000
<b>Douglas A. Jones</b> Non-Executive Director Western Australia, Australia	(1) (2)	Managing Director Chalice Gold Mines Limited  Non-Executive Director Minera IRL Limited	28 August 2003 & 10 July 2013	322,936
<b>Napoleon Oscar Valdez Ferrand</b> Non-Executive Director Lima, Peru	(1) (2)	President Heinz Ferrand Glass S.A.C.  Non-Executive Director Minera IRL Limited	2 March 2010 & 10 July 2013	894,000

(1). Member of the Audit Committee.

(2). Member of the Compensation Committee.

### Appointment of Auditor

On 28 March 2013, the Company's auditors, PKF (UK) LLP, merged with BDO LLP. BDO LLP is located at 55 Baker Street, London, United Kingdom, W1U 7EU. PKF (UK) LLP was first appointed auditor of the Company on October 30, 2006.

Upon the recommendation of the Audit Committee of the Board, the Board recommends that BDO LLP be re-appointed as auditors of the Company to hold office until the close of the next annual general meeting of shareholders and that the Board be authorized to fix BDO LLP's remuneration.

Accordingly, pursuant to resolution 6 it is proposed that BDO LLP be re-appointed as the Company's auditors until the close of the next annual general meeting and that the directors be authorised to determine the auditors' remuneration. Disclosure of the services provided and fees earned by BDO LLP can be found in the Company's Annual Information Form dated 31 March, 2014, available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Authority to Allot Shares**

In accordance with the Company's Articles of Association, the Directors are prevented from exercising the Company's powers to allot ordinary shares without an authority of the Company in general meeting. It is therefore proposed that authorisation be given to the directors to issue up to a maximum of 114,434,302 ordinary shares, being 50% of the current issued share capital of the Company and subject to the approval by the shareholders of the resolutions to be proposed at the Meeting. This authority is being sought to give the Company flexibility to make further issues of ordinary shares for the development of the Company's portfolio of properties, the Ollachea project in particular, and for general corporate purposes. This authority will expire on the date of the next annual general meeting. As at the date of this Information Circular, the Company held no treasury shares.

### **Authority to Disapply Pre-emption Rights**

The Company's Articles of Association provide shareholders with certain rights of pre-emption, such that, unless authorised by special resolution of the Company in general meeting, the Company shall not allot any ordinary shares for cash unless it has first made an offer to each existing shareholder to allot a proportion of those ordinary shares equal to the proportion of the Company's ordinary shares which he already holds. The directors propose that the rights of pre-emption set out in Article 6.1 of the Articles of Association shall not apply to the issue of up to 114,434,302 ordinary shares for cash, being 50% of the issued and outstanding share capital of the Company on the date of this Information Circular. This authority will expire on the date of the next annual general meeting.

### **Approval to amend the Articles of Association**

In order to advance the Ollachea Gold Project, the Company is currently in project debt financing negotiations. The Company expects to conclude the negotiations during the second quarter of 2014. The current financing plan under negotiation includes, amongst other things, the consolidation of the Company's existing debt facility into a larger senior project debt facility for Ollachea. The Company's Articles of Association contain a restriction on the borrowings of the Company and its subsidiaries (the "**Group**"), which provides that the Group's aggregate principal amount outstanding of all borrowings (exclusive of borrowings owing by one member of the Group to another member) cannot, without prior shareholder approval, exceed £50,000,000. It is anticipated that on the completion and drawdown of the expected project debt financing for the Ollachea Gold Project that this borrowing restriction will be exceeded. As such, the directors propose that the Articles of Association be amended to remove relevant restrictions on borrowings by deleting Article 31.2, Article 31.3 and Article 31.4.

Copies of the revised Articles of Association in both clean and marked versions are now available for inspection at the Company's registered office. The documents are also available on the Company's web site ([www.minera-irl.com](http://www.minera-irl.com)).

### **Other Business**

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. A duly appointed proxy (including the Chairman of the Meeting) will have discretion to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

**Recommendation**

The Board considers that the resolutions to be proposed at the Meeting are in the best interests of the Company and its shareholders. Accordingly, the Board unanimously recommends you to vote in favour of the resolutions to be proposed at the Meeting as they themselves intend to do in respect of their own shareholdings of ordinary shares.

**APPROVAL AND SIGNATURES**

The content of the Notice and Information Circular, and its despatch to each shareholder entitled to receive notice of the Annual General Meeting has been approved by the Directors of the Company.

*By Order of the Board of Directors*

Signed “Courtney Chamberlain”

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Courtney Chamberlain

**Chairman**

Dated 31 March 2014