



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