

Minera IRL Limited

Registered in Jersey with registered number 94923

Computershare Investor Services (Jersey) Limited

C/o The Pavilions

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Bristol

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Form of Proxy – Annual General Meeting to be held at 11.00 am (BST) on 8th May 2014 (the “Meeting”)

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

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

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. 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.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0) 870 707 4040 to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
5. Any alterations made to this form should be initialled.
6. The completion and return of this form will not preclude a member from attending the Meeting and voting in person.
7. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.

To be effective, this form (together with any Power of Attorney or authority under which it is signed) must be lodged at the office of the company's registrar at: Computershare Investor Services (Jersey) Limited, C/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by facsimile +44 (0) 870 703 6322 or by email externalproxyqueries@computershare.co.uk by 6th May 2014 at 11.00 am (BST).

Holder: holder of ordinary shares.
Designation:
SRN:

Form of Proxy

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

I/We, the undersigned being shareholders of Minera IRL Limited (the "Company") Hereby appoint the chairman of the Meeting, or..... for ordinary shares as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Meeting of the company to be held at on the 8th May 2014 at 11.00 am (BST) at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW and at any adjournment or postponement thereof.

Resolutions

	FOR	AGAINST	VOTE WITHHELD
1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2013, and the report of the directors and the auditors thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Courtney Chamberlain as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Douglas Jones as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Napoleon Valdez as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Daryl Hodges as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTION

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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To amend the Articles of Association of the Company by the deletion of Articles 31.2, 31.3 and 31.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we would like my/our Proxy to vote on the Resolutions proposed at the meeting as indicated on this form, unless otherwise instructed, the Proxy may vote as he/she sees fit or abstain in relation to any business of the meeting.

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

Signature

DD / MM / YYYY